

VAGNINI MICHAEL F  
Form 4  
May 09, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VAGNINI MICHAEL F

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)

MIDDLEBURY, CT 06749

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CROMPTON CORP [CK]

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |          |   |                          |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|----------|---|--------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                 |          |   |                          |
| Common Stock                    | 05/09/2005                           |                                                    | J <sup>(1)</sup>               |                                                                   | 44,403                                                                                        | A                                                        | \$ 0                                                  | 47,792   | D |                          |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 4,568    | I | ESOP TRUST               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 167.6684 | I | DRIP                     |
| Common Stock                    | 05/09/2005                           |                                                    | J <sup>(1)</sup>               |                                                                   | 44,403                                                                                        | D                                                        | \$ 0                                                  | 0        | I | LTIP Trust               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 7,707    | I | Restricted Stock Account |

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|                 |       |   |                                    |
|-----------------|-------|---|------------------------------------|
| Common<br>Stock | 6,500 | I | Restricted<br>Stock<br>Account II  |
| Common<br>Stock | 7,000 | I | Restricted<br>Stock<br>Account III |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                              | Amount<br>or<br>Number<br>of Shares |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 5.85                                                            |                                         |                                                             |                                      |                                                                                                                    | 10/20/2004                                                     | 11/19/2013                                                          | Common<br>Stock                    | 13,812                              |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 6.38                                                            |                                         |                                                             |                                      |                                                                                                                    | 01/21/2004                                                     | 02/20/2013                                                          | Common<br>Stock                    | 5,690                               |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 7.25                                                            |                                         |                                                             |                                      |                                                                                                                    | 10/22/2003                                                     | 10/22/2012                                                          | Common<br>Stock                    | 7,132                               |
| NQ<br>Stock<br>Option<br>(Right to                  | \$ 7.92                                                            |                                         |                                                             |                                      |                                                                                                                    | 10/23/2002                                                     | 11/22/2011                                                          | Common<br>Stock                    | 10,000                              |

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|                                             |            |            |            |                 |        |  |
|---------------------------------------------|------------|------------|------------|-----------------|--------|--|
| Buy)                                        |            |            |            |                 |        |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 8.1562  | 10/31/2001 | 11/30/2010 | Common<br>Stock | 20,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 8.343   | 10/19/2000 | 11/19/2009 | Common<br>Stock | 40,473 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 11.24   | 11/23/2005 | 12/22/2014 | Common<br>Stock | 25,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 12.92   | 02/23/2006 | 03/22/2015 | Common<br>Stock | 21,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 14.3438 | 08/04/1999 | 11/14/2008 | Common<br>Stock | 727    |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 5.85    | 10/20/2004 | 10/19/2013 | Common<br>Stock | 6,188  |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.38    | 01/21/2004 | 01/21/2013 | Common<br>Stock | 24,310 |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.25    | 10/22/2003 | 10/22/2012 | Common<br>Stock | 12,868 |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.92    | 10/23/2003 | 10/23/2011 | Common<br>Stock | 10,000 |  |

|                                                        |            |            |                 |       |
|--------------------------------------------------------|------------|------------|-----------------|-------|
| ISO<br>Stock<br>Option \$ 8.343<br>(Right to<br>Buy)   | 10/19/2001 | 10/19/2009 | Common<br>Stock | 9,527 |
| ISO<br>Stock<br>Option \$ 14.3438<br>(Right to<br>Buy) | 08/04/1999 | 10/14/2008 | Common<br>Stock | 7,273 |
| ISO<br>Stock<br>Option \$ 16.875<br>(Right to<br>Buy)  | 08/04/1999 | 11/16/2006 | Common<br>Stock | 5,000 |
| ISO<br>Stock<br>Option \$ 26.4063<br>(Right to<br>Buy) | 08/04/1999 | 11/07/2007 | Common<br>Stock | 5,000 |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |                   |       |
|-----------------------------------------------|---------------|-----------|-------------------|-------|
|                                               | Director      | 10% Owner | Officer           | Other |
| VAGNINI MICHAEL F<br><br>MIDDLEBURY, CT 06749 |               |           | VP and Controller |       |

## Signatures

Michael F. Vagnini 05/09/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Direct holdings increased by 44,403 shares transferred from the 1988 Long Term Incentive Plan. On May 2, 2005, 19,120 shares were distributed to the reporting person in accordance with the terms of the LTIP Plan, of which all 19,120 shares were withheld to satisfy withholding tax requirements. On May 3, 2005, 200 shares were distributed to the reporting person in accordance with the terms of the LTIP Plan, of which all 200 shares were withheld to satisfy withholding tax requirements. This information was previously reported in a Form 4 filing dated May 5, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.