

GOTTWALD WILLIAM M

Form 4

February 06, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOTTWALD WILLIAM M

(Last) (First) (Middle)

330 SOUTH FOURTH STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2008

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)

Chairman of the Board

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	(A) or (D)	Price			
Common Stock	02/05/2007		M		45,000	A	\$ 0 (1)	2,313,163	D	
Common Stock	02/05/2008		F		16,372	D	\$ 37.1	2,296,791	D	
Common Stock								63,623	I	Shares held in trust for William M. Gottwald, Jr., u/a dtd 10/13/83.
								48,680	I	

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Common Stock			Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽⁵⁾
Common Stock	96,511	I	Shares held by William M. Gottwald, Jr. ⁽⁶⁾
Common Stock	28,516	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽⁹⁾
Common Stock	48,680	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽⁵⁾
Common Stock	131,617	I	Shares held by Elizabeth I. Gottwald. ⁽⁷⁾
Common Stock	55,690	I	Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock	147,493	I	Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. ⁽⁸⁾
Common Stock	10,748	I	Shares held as Trustee fbo Samuel S. Gottwald

				u/a dtd 12/21/87.
Common Stock	41,402	I		Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. <u>(10)</u>
Common Stock	6,452	I		Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	11,414	I		Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	41,402	I		Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87. <u>(10)</u>
Common Stock	18,294	I		Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	26,450	I		Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock	41,226	I		Shares held as Trustee fbo Charles

				Houston Gottwald u/a dtd 9/5/89. ⁽¹⁰⁾
Common Stock	9,514	I		Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock	47,154	I		Shares held as Trustee fbo Margaret Addison Gottwald u/a dtd 3/9/92. ⁽¹⁰⁾
Common Stock	17,894	I		Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock	731,213	I		Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner.
Common Stock	1,000,000	I		Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽¹¹⁾

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Common Stock	30,892	I	Held by Spouse
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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Unit	(2)	02/05/2008		A		90,000		(3)	(3)	Common Stock	90,000
Performance Unit	(2)	02/05/2008		M		45,000		(3)	(3)	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTWALD WILLIAM M 330 SOUTH FOURTH STREET RICHMOND, VA 23219	X	X	Chairman of the Board	

Signatures

Nicole C. Daniel, Attorney
in Fact 02/06/2008

 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).
- (1) Transaction has no purchase or sale price.
- (2) Performance Units convert 1 for 1.
- (3) Performance Units issued pursuant to 2003 Incentive Plan. Units vested over two year period -- 50% payable in 2008 and 50% payable in 2009.

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- (4) Includes 32,175 shares held of record by Westham Partners, L.P.
- (5) 16,360 held of record by Westham Partners, L.P.
- (6) Includes 48,808 shares held by Westham Partners, L.P.
- (7) Includes 66,562 shares held by Westham Partners, L.P.
- (8) 74,591 shares held of record by Westham Partners, L.P.
- (9) 14,421 shares held of record by Westham Partners, L.P.
- (10) 14,694 shares held of record by Westham Partners, L.P.

Additional Indirect Holdings: 8,406 shares held by Trustee under Albemarle Savings Plan; 19,052 shares held as co-trustee fbo James M. Gottwald u/a dtd 12/1/81; 17,894 shares held as co-trustee fbo James M. Gottwald u/a dtd 1/3/89; 10,972 shares held as co-trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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