

RUCK WALTER K  
Form 4  
February 02, 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 \*  
RUCK WALTER K

(Last) (First) (Middle)  
BENSON ROAD  
(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)  
02/01/2005

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)  
Euro, Africa & M.D.

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                    | 02/01/2005                           |  | J(1)                           | 3,003 A \$ 11.17  | 49,880  | D  |   |
| Common Stock                    | 02/01/2005                           |  | J(2)                           | 51,3346 A \$ 0  | 9,701.8816  | I  | ESOP TRUST  |
| Common Stock                    | 02/01/2005                           |  | J(3)                           | 5,136 D \$ 11.17  | 14,864  | I  | LTIP Trust  |
| Common Stock                    | 02/01/2005                           |  | J(4)                           | 551 A \$ 11.17  | 15,415  | I  | LTIP Trust  |

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

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**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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option (Right to Buy)             | \$ 5.85  |                                      |  |                                |   | 10/20/2004 11/19/2013                                    | Common Stock  | 19,265                        |
| NQ Stock Option (Right to Buy)             | \$ 6.38  |                                      |  |                                |   | 01/21/2004 02/20/2013                                    | Common Stock  | 10,690                        |
| NQ Stock Option (Right to Buy)             | \$ 7.25  |                                      |  |                                |   | 10/22/2003 11/21/2012                                    | Common Stock  | 9,863                         |
| NQ Stock Option (Right to Buy)             | \$ 7.92  |                                      |  |                                |   | 10/23/2002 11/22/2011                                    | Common Stock  | 12,500                        |
| NQ Stock Option (Right to Buy)             | \$ 8.1562  |                                      |  |                                |   | 10/31/2001 11/30/2010                                    | Common Stock  | 30,000                        |
| NQ Stock Option                            | \$ 8.343   |                                      |  |                                |   | 10/19/2000 11/19/2009                                    | Common Stock  | 81,244                        |

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|                        |            |  |            |            |              |
|------------------------|------------|--|------------|------------|--------------|
| (Right to Buy)         |            |  |            |            |              |
| NQ<br>Stock<br>Option  | \$ 14.3438 |  | 08/05/1999 | 11/14/2008 | Common Stock |
| (Right to Buy)         |            |  |            |            | 26,062       |
| NQ<br>Stock<br>Option  | \$ 26.4063 |  | 08/04/1999 | 11/07/2007 | Common Stock |
| (Right to Buy)         |            |  |            |            | 10,722       |
| ISO<br>Stock<br>Option | \$ 5.85    |  | 10/20/2004 | 10/19/2013 | Common Stock |
| (Right to Buy)         |            |  |            |            | 735          |
| ISO<br>Stock<br>Option | \$ 6.38    |  | 01/21/2004 | 01/21/2013 | Common Stock |
| (Right to Buy)         |            |  |            |            | 34,310       |
| ISO<br>Stock<br>Option | \$ 7.25    |  | 10/22/2003 | 10/22/2012 | Common Stock |
| (Right to Buy)         |            |  |            |            | 10,137       |
| ISO<br>Stock<br>Option | \$ 7.92    |  | 10/23/2003 | 10/23/2011 | Common Stock |
| (Right to Buy)         |            |  |            |            | 12,500       |
| ISO<br>Stock<br>Option | \$ 8.343   |  | 10/19/2001 | 10/19/2009 | Common Stock |
| (Right to Buy)         |            |  |            |            | 18,756       |
| ISO<br>Stock<br>Option | \$ 14.3438 |  | 08/04/1999 | 10/14/2008 | Common Stock |
| (Right to Buy)         |            |  |            |            | 3,938        |
| ISO<br>Stock<br>Option | \$ 14.5    |  | 08/04/1999 | 08/21/2006 | Common Stock |
| (Right to Buy)         |            |  |            |            | 15,000       |

Buy)

|   |            |            |  |                         |            |            |                 |                 |       |
|---|------------|------------|--|-------------------------|------------|------------|-----------------|-----------------|-------|
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 26.4063 |            |  |                         | 08/04/1999 | 10/07/2007 | Common<br>Stock | 4,278           |       |
| NQ<br>Rights<br>Option                      | \$ 13.5742 | 02/01/2005 |  | <u>J</u> <sup>(5)</sup> | 4,796      | 08/21/1996 | 09/30/2004      | Common<br>Stock | 4,796 |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |                     |
|--|---------------|-----------|---------|---------------------|
|  | Director      | 10% Owner | Officer | Other               |
| RUCK WALTER K<br>BENSON ROAD<br>MIDDLEBURY, CT 06749 |               |           |         | Euro, Africa & M.D. |

## Signatures

Walter K. Ruck                      02/02/2005

            
\*\*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).
- (1) Direct holdings increased by 3,003 shares transferred from the 2004-2006 Long Term Incentive Plan (LTIP Trust).
- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan (ESOP Trust) and through reinvestment of dividends paid on the shares in this fund.
- (3) 5,136 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account I) of which 2,133 shares were withheld to satisfy tax withholding requirements.
- (4) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.
- (5) Expired by its term without exercise or payment.

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