

STEPHENSON WILLIAM A
Form 5
February 09, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
STEPHENSON WILLIAM A

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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)
Former Officer

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEBURY, CT 06749

☒ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or Amount (D) Price			
Common Stock	Â	Â	Â	Â Â Â Â	59,441	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	4,343.788	I	ESOP

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

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SEC 2270
(9-02)

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

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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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 6.38	Â	Â	Â	Â Â	01/21/2004	08/01/2009	Common Stock	25,000
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â Â	10/22/2003	08/01/2009	Common Stock	25,000
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â Â	10/23/2003	08/01/2009	Common Stock	60,000
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â Â	10/31/2001	08/01/2007	Common Stock	75,000
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â Â	10/19/2000	08/01/2007	Common Stock	100,000
NQ Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â Â	08/05/1999	11/14/2008	Common Stock	40,000
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â Â	08/04/1999	08/21/2006	Common Stock	34,480

NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	65,520
NQ Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENSON WILLIAM A 199 BENSON ROAD MIDDLEBURY,Â CTÂ 06749	Â	Â	Â	Former Officer

Signatures

William A.
Stephenson

02/09/2005

__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).

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