SHAINMAN BARRY J

Form 4

February 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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SECURITIES obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

Common

Stock

02/23/2005

1. Name and Address of Reporting Person * SHAINMAN BARRY J			2. Issuer Name and Ticker or Trading Symbol CROMPTON CORP [CK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()		
			(Month/Day/Year)	Director 10% Owner		
199 BENSON ROAD			02/23/2005	X Officer (give title Other (specify below)		
				Secretary		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MIDDLEBU	JRY, CT 06	749		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

MIDDLEE	BURY, CT 06749	Form filed by More than One Reporting Person						eporting	
(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)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) ransactionor Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or ode V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock							14,788	D	
Common Stock	02/23/2005		<u>J(1)</u>	105.3769	A	\$0	4,334	I	Esop
Common Stock							5,000	I	Restricted Stock Account

3,300

J(2)

A \$ 3,300

Restricted

Account I

Stock

I

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 11.24					11/23/2005	12/22/2014	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 12.92	02/23/2005		J <u>(3)</u>	10,000	02/23/2006	03/22/2015	Common Stock	10,000
ISO Stock Option (Right to Buy)	\$ 5.85					10/20/2004	10/19/2013	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.25					10/22/2003	10/22/2012	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.92					10/23/2002	10/23/2011	Common Stock	7,500
ISO Stock Option	\$ 8.1562					10/31/2001	10/31/2010	Common Stock	5,000

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(Right to Buy)					
ISO Stock Option (Right to Buy)	\$ 8.3438	10/19/2000	10/19/2009	Common Stock	5,000
ISO Stock Option (Right to Buy)	\$ 14.3438	10/14/2000	10/13/2008	Common Stock	3,000
ISO Stock Option (Right to Buy)	\$ 16.875	04/25/2000	10/15/2006	Common Stock	2,000
ISO Stock Option (Right to Buy)	\$ 26.4063	04/25/2000	10/06/2007	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
SHAINMAN BARRY J						
199 BENSON ROAD			Secretary			
MIDDLEBURY, CT 06749						

Signatures

Barry J.
Shainman

**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) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan and through reinvestment of dividends paid on the shares in this fund (ESOP Trust).
- (2) Restricted Shares acquired pursuant to the 2005-2007 Long-Term Incentive Plan will vest upon a share of the Registrant's common stock reaching the following stock price milestones: twenty (20%) percent of grant upon closing price of a share attaining \$14.00; twenty (20%) percent of grant upon closing price of a share attaining \$16.75; twenty (20%) percent of grant upon closing price of a share attaining \$19.88; and forty (40%) of grant upon closing price of share attaining \$23.60. Shares will vest as stated above when a particular milestone is reached and maintained for ten (10) consecutive trading days, based on the closing price of a share of the Registrant's common stock on

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the New York Stock Exchange.

Options will vest as follows: one-third (1/3) of grant on February 23, 2006; one-third (1/3) of grant on February 23, 2007; and one-third of grant on February 23, 2008.

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.