

GOTTWALD THOMAS E
Form 4
August 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
GOTTWALD THOMAS E

2. Issuer Name and Ticker or Trading Symbol
NEWMARKET CORP [NEU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
330 SOUTH FOURTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

RICHMOND, VA 23219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/15/2012 | | A | 410 ⁽¹⁾ | A \$ 0 371,034 | D | |
| Common Stock | | | | | 27,662.92 ⁽²⁾ | I | NewMarket Savings Plan ⁽²⁾ |
| Common Stock | | | | | 4,527 | I | Shares held by wife |
| Common Stock | | | | | 4,791 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo |

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| | | | |
|--------------|-------|---|--|
| Common Stock | 9,363 | I | Edward P. Gottwald u/a dtd. 1/29/92 Shares held by Bruce C. Gottwald, Jr., as trustee fbo Mark Haywood Gottwald u/a dtd. 10/18/95 |
| Common Stock | 5,451 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo A. Clarke Gottwald u/a dtd. 10/31/89 Trust 1 |
| Common Stock | 600 | I | Shares held for reporting person's son August Clarke Gottwald |
| Common Stock | 500 | I | Shares held for reporting person's son Edward Parker Gottwald |
| Common Stock | 500 | I | Shares held for reporting person's son Mark Haywood Gottwald |
| Common Stock | 6,494 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo A. Clark Gottwald u/a dtd. 10/31/89 - Trust 2 |
| Common Stock | 6,022 | I | Shares held by Bruce C. |

| | | | |
|--------------|---------|---|--|
| Common Stock | 6,889 | I | Gottwald, Jr., as trustee fbo Edward P. Gottwald u/a dtd. 1/29/92 - Trust 2 Shares held as co-trustee fbo reporting person's children u/a dtd. 12/16/91 |
| Common Stock | 18,359 | I | Shares held by B. Hazelgrove as trustee fbo reporting person's children u/a dtd. 4/8/94 |
| Common Stock | 212,407 | I | Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Repor Trans (Instr | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD THOMAS E 330 SOUTH FOURTH STREET RICHMOND, VA 23219 | X | | President & CEO | |

Signatures

/s/ M. Rudolph West (POA for Thomas E.
Gottwald)

08/17/2012

__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) On August 15, 2012, the Compensation Committee of the Board of Directors of NewMarket Corporation (the "Company") approved stock awards to be granted on September 4, 2012 (the "Award Date") pursuant to the Company's 2004 Incentive Compensation and Stock Plan. The stock will vest on the third anniversary of the Award Date, provided the reporting person is employed by the Company through such date.
- (2) The increase in shares is due to periodic purchases by the Plan Trustee pursuant to the Plan.

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.