CROMPTON CORP
Form 5
February 11, 2005

FORM 5

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

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

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
RUCK WALTER K

(Last) (First) (Middle)

BENSON ROAD

(Street)

MIDDLEBURY,Â CTÂ 06749

(City) (State) (Zip)

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
__X__ Officer (give title below) _____ Other (specify below)
SVP Euro, Africa & M.D.

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	46,877	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	9,696.9688	I	ESOP TRUST
Common Stock	Â	Â	Â	Â	Â	Â	20,551	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 D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	$ 5.85	Â	Â	Â	Â	Â	10/20/2004	11/19/2013	Common Stock	19,265	
NQ Stock Option (Right to Buy)	$ 6.38	Â	Â	Â	Â	Â	01/21/2004	02/20/2013	Common Stock	10,690	
NQ Stock Option (Right to Buy)	$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	9,863	
NQ Stock Option (Right to Buy)	$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	12,500	
NQ Stock Option (Right to Buy)	$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	30,000	
NQ Stock Option (Right to Buy)	$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	81,244	
NQ Stock	$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	26,062	

Option (Right to Buy)									
NQ Stock Option (Right to Buy)	$ 26.4063	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	10,722
ISO Stock Option (Right to Buy)	$ 5.85	Â	Â	Â	Â	10/20/2004	10/19/2013	Common Stock	735
ISO Stock Option (Right to Buy)	$ 6.38	Â	Â	Â	Â	01/21/2004	01/21/2013	Common Stock	34,310
ISO Stock Option (Right to Buy)	$ 7.25	Â	Â	Â	Â	10/22/2003	10/22/2012	Common Stock	10,137
ISO Stock Option (Right to Buy)	$ 7.92	Â	Â	Â	Â	10/23/2003	10/23/2011	Common Stock	12,500
ISO Stock Option (Right to Buy)	$ 8.343	Â	Â	Â	Â	10/19/2001	10/19/2009	Common Stock	18,756
ISO Stock Option (Right to Buy)	$ 14.3438	Â	Â	Â	Â	08/04/1999	10/14/2008	Common Stock	3,938
ISO Stock Option (Right to Buy)	$ 14.5	Â	Â	Â	Â	08/04/1999	08/21/2006	Common Stock	15,000
ISO Stock Option	$ 26.4063	Â	Â	Â	Â	08/04/1999	10/07/2007	Common Stock	4,278

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUCK WALTER K BENSON ROAD MIDDLEBURY,Â CTÂ 06749	Â	Â	Â SVP Euro, Africa & M.D.	Â

Signatures

Walter K. Ruck	02/11/2005
**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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