

PICCOLO C A

Form 4

January 28, 2005

FORM 4**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).

**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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICCOLO C A

(Last) (First) (Middle)

HEALTHPIC CONSULTANTS,
INC., 111 BARCLAY
BOULEVARD

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2005

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)

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	01/26/2005		J ⁽¹⁾		456.4785	A	\$ 0
Common Stock	01/26/2005		J ⁽²⁾		646	A	\$ 0
Common Stock	01/26/2005		J ⁽³⁾		6,052	A	\$ 10.74
					16,539	D	
					2,831.3928	I	DIR/RABBI TRUST
					24,412	I	Restricted Stock Account

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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. 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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	\$ 6.38					01/21/2004	02/20/2013	Common Stock	8,229	
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2003	11/21/2012	Common Stock	9,655	
NQ Stock Option (Right to Buy)	\$ 7.92					10/23/2002	11/22/2011	Common Stock	8,838	
NQ Stock Option (Right to Buy)	\$ 8.1562					10/31/2001	11/30/2010	Common Stock	7,500	
NQ Stock Option (Right to Buy)	\$ 8.343					10/19/2000	10/19/2009	Common Stock	7,500	
NQ Stock	\$ 8.343					10/19/2000	11/19/2009	Common Stock	25,000	

Option
(Right to
Buy)

NQ

Stock

Option	\$ 13			08/04/1999	11/18/2005	Common Stock	1,538
(Right to Buy)							

NQ

Stock

Option	\$ 14.3438			09/01/2000	10/14/2008	Common Stock	5,752
(Right to Buy)							

NQ

Stock

Option	\$ 14.5			08/04/1999	09/21/2006	Common Stock	10,000
(Right to Buy)							

NQ

Stock

Option	\$ 16.0625			08/04/1999	02/24/2005	Common Stock	1,245
(Right to Buy)							

NQ

Stock

Option	\$ 16.875			08/04/1999	11/16/2006	Common Stock	2,963
(Right to Buy)							

NQ

Stock

Option	\$ 21.4375	01/26/2005	J ⁽⁴⁾	933	08/04/1999	02/24/2004	Common Stock	933	21
(Right to Buy)									

NQ

Stock

Option	\$ 26.4063			08/04/1999	11/07/2007	Common Stock	1,893
(Right to Buy)							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICCOLO C A HEALTHPIC CONSULTANTS, INC.	X			

111 BARCLAY BOULEVARD
LINCOLNSHIRE, IL 60069

Signatures

C.A. (Lance)
Piccolo

01/28/2005

____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) These shares were acquired during the fiscal year pursuant to the registrant's Dividend Reinvestment Plan and through the reinvestment of dividends paid on the shares in this fund.
- (2) These shares were acquired during the fiscal year pursuant to the Directors Deferred Compensation Plan and through reinvestment of dividends paid on the shares in this fund.
- (3) The Reporting Person received these shares of the Registrant's common stock in lieu of receiving a portion of his cash compensation for service as a member of the Board of Directors.
- (4) Expired by its term without exercise or payment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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