

CROMPTON CORP  
Form 4  
May 05, 2005

**FORM 4**

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

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).

**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 \*  
VAGNINI MICHAEL F

(Last) (First) (Middle)  
  
  
  
  
(Street)

MIDDLEBURY, CT 06749

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2005

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)  
VP and Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    |                                      |  |                                |   | 3,389   |  | D   |
| Common Stock                    | 05/05/2005                           |  | J <sup>(1)</sup>               |   | 93  | A \$ 0   | 4,568 I ESOP TRUST                                    |
| Common Stock                    | 05/05/2005                           |  | J <sup>(2)</sup>               |   | 14.1726   | A \$ 0   | 167.6684 I DRIP                                       |
| Common Stock                    | 05/02/2005                           |  | J <sup>(3)</sup>               |   | 19,120  | D \$ 13.97   | 44,365 I LTIP Trust                                   |
| Common Stock                    | 05/03/2005                           |  | J <sup>(4)</sup>               |   | 200   | D \$ 14.13   | 44,165 I LTIP Trust                                   |

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|              |            |  |                  |     |   |      |        |   |                              |
|--------------|------------|--|------------------|-----|---|------|--------|---|------------------------------|
| Common Stock | 05/05/2005 |  | J <sup>(5)</sup> | 238 | A | \$ 0 | 44,403 | I | LTIP Trust                   |
| Common Stock |            |  |                  |     |   |      | 7,707  | I | Restricted Stock Account     |
| Common Stock |            |  |                  |     |   |      | 6,500  | I | Restricted Stock Account II  |
| Common Stock |            |  |                  |     |   |      | 7,000  | I | Restricted Stock Account III |

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 or Value 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)             | \$ 5.85  |                                      |  |                                |   | 10/20/2004   | 11/19/2013  | Common Stock  | 13,812                     |
| NQ Stock Option (Right to Buy)             | \$ 6.38  |                                      |  |                                |   | 01/21/2004   | 02/20/2013  | Common Stock  | 5,690                      |
| NQ Stock                                   | \$ 7.25  |                                      |  |                                |   | 10/22/2003   | 10/22/2012  | Common Stock  | 7,132                      |

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|   |            |            |            |                 |        |  |
|---|------------|------------|------------|-----------------|--------|--|
| Option<br>(Right to<br>Buy)                 |            |            |            |                 |        |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 7.92    | 10/23/2002 | 11/22/2011 | Common<br>Stock | 10,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 8.1562  | 10/31/2001 | 11/30/2010 | Common<br>Stock | 20,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 8.343   | 10/19/2000 | 11/19/2009 | Common<br>Stock | 40,473 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 11.24   | 11/23/2005 | 12/22/2014 | Common<br>Stock | 25,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 12.92   | 02/23/2006 | 03/22/2015 | Common<br>Stock | 21,000 |  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 14.3438 | 08/04/1999 | 11/14/2008 | Common<br>Stock | 727    |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 5.85    | 10/20/2004 | 10/19/2013 | Common<br>Stock | 6,188  |  |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.38    | 01/21/2004 | 01/21/2013 | Common<br>Stock | 24,310 |  |
| ISO<br>Stock<br>Option                      | \$ 7.25    | 10/22/2003 | 10/22/2012 | Common<br>Stock | 12,868 |  |



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These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan (ESOP Trust) and through reinvestment of dividends paid on the shares in this fund.

- (2) 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.

- (3) 19,120 shares were distributed to the reporting person in accordance with the LTIP Plan of which all 19,120 shares were withheld to satisfy tax withholding requirements. It is anticipated that 44,403 shares, representing the balance of the shares in the LTIP account, will be transferred to the reporting person on or about May 9, 2005.

- (4) 200 shares were distributed to the reporting person in accordance with the LTIP Plan of which all 200 shares were withheld to satisfy tax withholding requirements. It is anticipated that 44,403 shares, representing the balance of the shares in the LTIP account, will be transferred to the reporting person on or about May 9, 2005.

- (5) These shares were acquired during the fiscal year pursuant to the 1988 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.

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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