

Godfrey David P  
Form 5  
February 09, 2006

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**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

1. Name and Address of Reporting Person \*  
Godfrey David P

2. Issuer Name and Ticker or Trading Symbol  
Chemtura CORP [CEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Former V.P., Human Resources

(Last) (First) (Middle)  
  
199 BENSON ROAD  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

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

6. Individual or Joint/Group Reporting (check applicable line)

MIDDLEBURY, CT 06749

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)	(A) or (D)	Price	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)
Common Stock	Â	Â	Â	Â	Â	Â	219.5918	I	ESPP
Common Stock	Â	Â	Â	Â	Â	Â	6,500	I	Restricted Stock Account
Common Stock	Â	Â	Â	Â	Â	Â	7,089	I	Restricted Stock Account I
	Â	Â	Â	Â	Â	Â	1,988.13	I	

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Common  
Stock

Savings  
Plan  
(401K)  
Trust

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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
NQ Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	11/19/2013	Common Stock	1,333
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2004	11/21/2012	Common Stock	4,000
NQ Stock Option (Right to Buy)	\$ 11.24	Â	Â	Â	Â	Â	11/23/2005	12/22/2014	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 12.92	Â	Â	Â	Â	Â	02/23/2006	03/22/2015	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Godfrey David P 199 BENSON ROAD MIDDLEBURY, CT 06749	Â	Â	Â Former V.P., Human Resources	Â

## Signatures

David P.  
Godfrey

02/09/2006

\_\_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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