

DICKEY DAVID G
Form 4
January 07, 2009

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 *
DICKEY DAVID G

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

MIDDLEBURY, CT US 06749

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

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)

Chief Function/Service Officer

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/17/2008 | | F | (A) or (D) D | \$ 5,242 (2) 1.34 | 100,827 (1) | D |
| Common Stock | | | | | 4,341 (3) | I | ESPP |

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 Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DICKEY DAVID G 199 BENSON ROAD MIDDLEBURY, CT US 06749 | | | Chief Function/Service Officer | |

Signatures

David G. 01/07/2009
Dickey

**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).

Included in this amount are the following amounts previously reported on Form 4 as separate line items: 3,000 shares previously reported as attributable to Restricted Stock Account 2006-2008 LTIP, 7,100 shares previously reported as attributable to Restricted Stock Account 2007-2009 LTIP, 44,758 shares previously reported as attributable to Restricted Stock Account (Time Based Shares), and 45,000 shares (1) previously reported as attributable to Restricted Stock Account 2008-2010 LTIP. Certain amounts attributable to the foregoing Restricted Stock Accounts are subject to vesting requirements and thus may not be distributed. In order to provide consistency in reporting, the Reporting Person is voluntarily reporting the entire amount of the grants attributable to the LTIP on Table I even though the Reporting Person may be required to report on Table I only those amounts which have vested pursuant to the terms of the grant.

These shares are being withheld to satisfy tax obligations relating to the vesting of shares previously reported as being attributable to (2) Restricted Stock Account I. The shares which are not subject to withholding are included in the amount of shares listed in Column 5 of this line item.

The Reporting Person has acquired 3,263.455 shares of common stock under the Chemtura Corporation Employee Stock Purchase Plan (3) since the Reporting Person's last filing of a Form 4 report. The information in this report is based on a plan statement dated as of December 31, 2008.

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.