

FORSYTH STEPHEN C  
 Form 4  
 March 05, 2012

**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 \*  
**FORSYTH STEPHEN C**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and CFO**

**MIDDLEBURY, CT 06749**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	03/01/2012		A		28,527 (1)	A	\$ 0	129,357 (2)	D
Common Stock	03/01/2012		A		31,019	A	\$ 0	160,376	D
Common Stock	03/01/2012		F		10,313	D	\$ 15.38	150,063	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Data rows include Employee Stock Option and Performance Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for FORSYTH STEPHEN C, EVP and CFO.

Signatures

/s/ Alan Schutzman by Power of Attorney 03/05/2012

\*\*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) Grant of restricted stock units. The restricted stock units vest in three equal installments: March 1, 2013; March 1, 2014; and March 1, 2015.
(2) Includes an aggregate of 1,535 supplemental shares that Mr. Forsyth received in connection with the Joint Chapter 11 Plan of Chemtura Corporation, et al., dated August 4, 2010, as amended, which was confirmed by the U.S. Bankruptcy Court for the Southern District of New York on November 3, 2010.
(3) Grant of stock options. The stock options vest in three equal installments: March 1, 2013; March 1, 2014; and March 1, 2015.
(4) Each performance share represents a contingent right to receive one share of Chemtura Corporation common stock. The performance shares vest based on Chemtura Corporation's total shareholder return against the companies comprising the Russell 3000 Index.

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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