

Motto Amy
Form 4
February 20, 2013

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 *
Motto Amy

(Last) (First) (Middle)

ALBEMARLE CORPORATION, 451 FLORIDA STREET

(Street)

BATON ROUGE, LA 70801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2013

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)
Vice President, Catalysts

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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					4,424 ⁽¹⁾	I	Albemarle Savings Plan
Common Stock	02/19/2013		M	2,000 A \$ 41.94	4,556	D	
Common Stock	02/19/2013		M	2,500 A \$ 22.45	7,056	D	
Common Stock	02/19/2013		S	300 D \$ 65.97	6,756	D	
	02/19/2013		S	600 D	6,156	D	

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Common Stock					\$ 65.98		
Common Stock	02/19/2013		S	800	D	\$ 66	5,356 D
Common Stock	02/19/2013		S	200	D	\$ 66.01	5,156 D
Common Stock	02/19/2013		S	2,500	D	\$ 66.04	2,656 D
Common Stock	02/19/2013		S	100	D	\$ 66.05	2,556 D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 22.45	02/19/2013		M	2,500	04/01/2012	03/31/2019	Common Stock	2,500
Non-Qualified Stock Options	\$ 41.94	02/19/2013		M	2,000	(2)	03/11/2020	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motto Amy ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801			Vice President, Catalysts	

Signatures

/s/ Karen G. Narwold,
Attorney-in-fact

02/20/2013

__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) Portion of share increase due to periodic purchases by Albemarle Corporation Savings Plan trustee.
 - (2) 3,000 Stock Options granted on 3/12/2010. Stock Options vest in 3 equal installments: 1/3 vested on 3/12/2011, 1/3 vested on 3/12/2012, and 1/3 to vest on 3/12/2013.

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.