

SHAINMAN BARRY J
Form 4
November 23, 2004

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 *
SHAINMAN BARRY J

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

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)
11/23/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					14,788	D	
Common Stock	11/23/2004		J ⁽¹⁾		428.907	A	\$ 0
Common Stock	11/23/2004		J ⁽²⁾		5,000	A	\$ 11.24
					4,183.832	I	Esop
					5,000	I	Restricted Stock Account

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004		J ⁽³⁾	10,000		11/23/2005	12/22/2014	Common Stock	10,000
ISO Stock Option (Right to Buy)	\$ 5.85						10/20/2004	10/19/2013	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.25						10/22/2003	10/22/2012	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.92						10/23/2002	10/23/2011	Common Stock	7,500
ISO Stock Option (Right to Buy)	\$ 8.1562						10/31/2001	10/31/2010	Common Stock	5,000
ISO Stock Option (Right to Buy)	\$ 8.3438						10/19/2000	10/19/2009	Common Stock	5,000
	\$ 14.3438						10/14/2000	10/13/2008		3,000

ISO Stock Option (Right to Buy)					Common Stock	
ISO Stock Option \$ 16.875 (Right to Buy)		04/25/2000	10/15/2006		Common Stock	2,000
ISO Stock Option \$ 26.4063 (Right to Buy)		04/25/2000	10/06/2007		Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAINMAN BARRY J 199 BENSON ROAD MIDDLEBURY, CT 06749			Secretary	

Signatures

Barry J.
Shainman 11/23/2004

**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) These shares were acquired during the fiscal year pursuant to the Registrant's ESOP Plan and through reinvestment of dividends paid on the shares in this fund.
 - (2) Restricted shares will vest as follows: 2,500 on 11/23/2008; and 2,500 on 11/23/2009.
 - (3) Options will vest as follows: 3,333 on 11/23/2005; 3,333 on 11/23/2006; and 3,334 on 11/23/2007.

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.