

FERGUSON JOHN T II
 Form 4
 February 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
 FERGUSON JOHN T II

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)
 02/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior V.P. & General Counsel

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/01/2005		J ⁽¹⁾	4,064 A \$ 11.17	94,655	D	
Common Stock					25,663	I	BEP TRUST
Common Stock					9,698.54	I	LTIP TRUST (1988)
Common Stock	02/01/2005		J ⁽²⁾	689 A \$ 0	25,689	I	Restricted Stock Account
	02/02/2005		J ⁽³⁾	6,421 D	19,268	I	

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Common Stock	\$ 11.17		Restricted Stock Account
Common Stock	5,000	I	Restricted Stock Account II

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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85					10/20/2004 11/19/2013	Common Stock	45,000	
NQ Stock Option (Right to Buy)	\$ 6.38					01/21/2004 02/20/2013	Common Stock	43,654	
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2003 11/21/2012	Common Stock	36,207	
NQ Stock Option (Right to Buy)	\$ 7.92					10/23/2002 11/22/2011	Common Stock	47,374	

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NQ Stock Option (Right to Buy)	\$ 8.1562	10/31/2001	11/30/2010	Common Stock	75,000
NQ Stock Option (Right to Buy)	\$ 8.3437	10/19/2000	11/19/2009	Common Stock	188,015
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2005	12/22/2014	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 13	08/04/1999	11/18/2005	Common Stock	4,589
NQ Stock Option (Right to Buy)	\$ 14.3438	08/05/1999	11/14/2008	Common Stock	40,000
NQ Stock Option (Right to Buy)	\$ 14.5	08/04/1999	09/21/2006	Common Stock	70,227
NQ Stock Option (Right to Buy)	\$ 16.875	08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 26.4063	08/04/1999	11/07/2007	Common Stock	20,000
ISO Stock Option (Right to Buy)	\$ 6.38	01/21/2005	01/21/2013	Common Stock	31,346
	\$ 7.25	10/22/2004	10/22/2012		13,793

ISO Stock Option (Right to Buy)				Common Stock	
ISO Stock Option (Right to Buy)	\$ 7.92	10/23/2003	10/23/2011	Common Stock	12,626
ISO Stock Option (Right to Buy)	\$ 8.3437	10/19/2002	10/19/2009	Common Stock	11,985
ISO Stock Option (Right to Buy)	\$ 13	08/04/1999	10/18/2005	Common Stock	5,911
ISO Stock Option (Right to Buy)	\$ 14.5	08/04/1999	08/21/2006	Common Stock	29,773

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON JOHN T II 199 BENSON ROAD MIDDLEBURY, CT 06749			Senior V.P. & General Counsel	

Signatures

John T.
Ferguson II

02/02/2005

**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) Direct holdings increased by 4,064 shares transferred from the 2004-2006 Long Term Incentive Plan (Restricted Stock Account).

(2) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.

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- (3) 6,421 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account) of which 2,357 shares were withheld to satisfy tax withholding requirements.

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