

CROMPTON CORP  
Form 5  
February 11, 2005

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
BARN A PETER

(Last) (First) (Middle)

CROMPTON CORPORATION, 199 BENSON ROAD

(Street)

MIDDLEBURY, CT 06749

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

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)  
Former Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	^	^	^	^ ^ ^	106,944	D	^
Common Stock	^	^	^	^ ^ ^	25,000	I	Restricted Stock Account

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

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**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)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	07/31/2009	Common Stock	60,000
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	07/31/2009	Common Stock	75,000
NQ Stock Option (Right to Buy)	\$ 8.3437	Â	Â	Â	Â	Â	10/19/2000	07/31/2009	Common Stock	200,000
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	10/18/2005	Common Stock	8,442
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	11/18/2005	Common Stock	6,558
NQ Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	40,000
NQ Stock	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	08/21/2006	Common Stock	27,756

Option  
(Right to  
Buy)

NQ  
Stock  
Option \$ 14.5     ^                     ^                     ^                     ^     ^     08/04/1999 09/21/2006 Common Stock 72,244  
(Right to  
Buy)

NQ  
Stock  
Option \$ 16.875   ^                     ^                     ^                     ^     ^     08/04/1999 10/16/2006 Common Stock 6,073  
(Right to  
Buy)

NQ  
Stock  
Option \$ 16.875   ^                     ^                     ^                     ^     ^     08/04/1999 11/16/2006 Common Stock 13,927  
(Right to  
Buy)

NQ  
Stock  
Option \$ 26.4063 ^                     ^                     ^                     ^     ^     08/04/1999 11/07/2007 Common Stock 20,000  
(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNA PETER CROMPTON CORPORATION 199 BENSON ROAD MIDDLEBURY, CT 06749	^	^	^	Former Officer

## Signatures

Peter Barna                                     02/11/2005  
     \*\*Signature of                                     Date  
     Reporting Person

## 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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.