

ODANIELL MYLES S
Form 5
January 27, 2006

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 *
ODANIELL MYLES S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. V.P. Specialty Chemicals

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

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEBURY, CT 06749

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 42,531 | D | Â |
| Common Stock | 01/25/2006 | 01/26/2006 | J ⁽¹⁾ | 161 | D | \$ 0 | 1,643 | I | ESOP TRUST |
| Common Stock | 01/25/2006 | 01/26/2006 | J ⁽²⁾ | 1,643 | D | \$ 0 | 0 | I | ESOP TRUST |
| Common Stock | 01/25/2006 | 01/26/2006 | J ⁽³⁾ | 245 | A | \$ 0 | 19,513 | I | LTIP Trust |

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| | | | | | | | | | |
|--------------|------------|------------|------------------|-------|---|------|--------|---|----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 13,500 | I | Restricted Stock Account |
| Common Stock | 01/25/2006 | 01/26/2006 | J ⁽⁴⁾ | 190 | A | \$ 0 | 15,190 | I | Restricted Stock Account I |
| Common Stock | 01/25/2006 | 01/26/2006 | J ⁽⁵⁾ | 1,643 | A | \$ 0 | 1,643 | I | Savings Plan (401k) Trust |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| ISO Stock Option (Right to Buy) | \$ 5.85 | Â | Â | Â | Â Â | 10/20/2004 10/19/2013 | Common Stock | 34,188 |
| NQ Stock Option (Right to Buy) | \$ 5.85 | Â | Â | Â | Â Â | 10/20/2004 11/19/2013 | Common Stock | 10,812 |
| NQ Stock Option (Right to Buy) | \$ 11.24 | Â | Â | Â | Â Â | 11/23/2005 12/22/2014 | Common Stock | 35,000 |
| NQ Stock Option | \$ 12.92 | Â | Â | Â | Â Â | 02/23/2006 03/22/2015 | Common Stock | 45,000 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| ODANIELL MYLES S 199 BENSON ROAD MIDDLEBURY, CT 06749 | Â | Â | Â Exec. V.P. Specialty Chemicals | Â |

Signatures

Myles S. 01/27/2006
Odaniell

**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).
- (5) Opening balance in the Registrant's Savings Plan (401k) Trust.
- (1) Represents the net of (i) shares acquired during the fiscal year pursuant to the Registrant's ESOP Trust and through the reinvestment of dividends paid on shres in this fund and (ii) a non-discretionary ESOP Trust required distribution.
- (3) These shares were acquired during the fiscal year pursuant to the Reigstrant's Long-Term Incentive Plan (LTIP) and through the reinvestment of dividends paid on the shares in this fund.
- (2) The ESOP Trust was terminated as of 12/31/05 and the shares transferred to a Registrant's Savings Plan (401k) Trust.
- (4) These shares were acquired during the fiscal year through the reinvestment of dividends paid on the shares in this fund.

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.