

QUAKER CHEMICAL CORP
Form 4
May 30, 2008

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 *
NAPLES RONALD J

2. Issuer Name and Ticker or Trading Symbol
QUAKER CHEMICAL CORP
[KWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

QUAKER CHEMICAL CORPORATION, ONE QUAKER PARK, 901 HECTOR STREET

(Street)

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

CONSHOHOCKEN, PA 19428-0809

(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 | (A) or (D) | Price |
| Common Stock | 05/28/2008 | | M | | 44,236 | A | \$ 26.05 |
| Common Stock | 05/28/2008 | | S | | 44,236 | D | \$ 30.54 |
| Common Stock | 05/28/2008 | | M | | 5,005 | A | \$ 19.98 |
| Common Stock | 05/28/2008 | | F | | 3,284 | D | \$ 30.45 |
| | 05/28/2008 | | M | | 4,323 | A | 423,527 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|--------------------------|
| Common Stock | | | | | \$ 23.13 | | | |
| Common Stock | 05/28/2008 | F | 3,283 | D | \$ 30.45 | 420,244 | D | |
| Common Stock | 05/29/2008 | M | 18,726 | A | \$ 26.05 | 438,970 | D | |
| Common Stock | 05/29/2008 | S | 18,726 | D | \$ 31 | 420,244 | D | |
| Common Stock | | | | | | 1,062 | I | By 401(k) |
| Common Stock | | | | | | 1,000 | I | By Charitable Foundation |
| Common Stock | | | | | | 500 | I | By Family 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 26.05 | 05/28/2008 | | M | 44,236 | <u>(1)</u> | 04/15/2011 | Common Stock | 44,236 |
| Employee Stock Option (right to buy) | \$ 19.98 | 05/28/2008 | | M | 5,005 | <u>(2)</u> | 03/06/2013 | Common Stock | 5,005 |

| | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|-----------------|--------|
| Employee Stock Option (right to buy) | \$ 23.13 | 05/28/2008 | M | 4,323 | (3) | 02/22/2014 | Common Stock | 4,323 |
| Employee Stock Option (right to buy) | \$ 26.05 | 05/29/2008 | M | 18,726 | (1) | 04/15/2011 | Common Stock | 18,726 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAPLES RONALD J QUAKER CHEMICAL CORPORATION ONE QUAKER PARK, 901 HECTOR STREET CONSHOHOCKEN, PA 19428-0809 | X | | Chairman and CEO | |

Signatures

| | |
|---|------------|
| Irene M. Kisleiko, Attorney-in-Fact for Ronald J. Naples | 05/30/2008 |
| **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) The option vested in three annual installments: 50,100 on April 15, 2005; 10,020 on April 15, 2006; and 6,680 on April 15, 2007.
- (2) The option vests in three annual installments: 23,333 on March 6, 2007; 23,333 on March 6, 2008; and 23,334 on March 6, 2009.
- (3) The option vests in three annual installments: 33,921 on February 22, 2008; 33,922 on February 22, 2009; and 33,922 on February 22, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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