

FERGUSON JOHN T II
Form 4
November 24, 2004

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FERGUSON JOHN T II

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

MIDDLEBURY, CT 06749

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

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)

Senior V.P. & General Counsel

6. Individual or Joint/Group Filing(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 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)
Common Stock					90,591	D	
Common Stock	11/23/2004		J ⁽¹⁾	681 A \$ 0	25,663	I	BEP TRUST
Common Stock	11/23/2004		J ⁽²⁾	716 A \$ 0	9,698.54	I	LTIP TRUST (1988)
Common Stock					25,000	I	Restricted Stock Account
	11/23/2004		J ⁽³⁾	5,000 A	5,000	I	

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Common Stock	\$ 11.24	Restricted Stock Account II
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
NQ Stock Option (Right to Buy)	\$ 5.85							10/20/2004	11/19/2013	Common Stock	45,0
NQ Stock Option (Right to Buy)	\$ 6.38							01/21/2004	02/20/2013	Common Stock	43,6
NQ Stock Option (Right to Buy)	\$ 7.25							10/22/2003	11/21/2012	Common Stock	36,2
NQ Stock Option (Right to Buy)	\$ 7.92							10/23/2002	11/22/2011	Common Stock	47,3
NQ Stock Option (Right to Buy)	\$ 8.1562							10/31/2001	11/30/2010	Common Stock	75,0
	\$ 8.3437							10/19/2000	11/19/2009		188,0

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NQ Stock Option (Right to Buy)								Common Stock	
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004	<u>J⁽⁴⁾</u>	10,000	11/23/2005	12/22/2014	Common Stock		10,0
NQ Stock Option (Right to Buy)	\$ 13				08/04/1999	11/18/2005	Common Stock		4,58
NQ Stock Option (Right to Buy)	\$ 14.3438				08/05/1999	11/14/2008	Common Stock		40,0
NQ Stock Option (Right to Buy)	\$ 14.5				08/04/1999	09/21/2006	Common Stock		70,2
NQ Stock Option (Right to Buy)	\$ 14.625	11/23/2004	<u>J⁽⁵⁾</u>	5,685	08/04/1999	11/19/2004	Common Stock		5,68
NQ Stock Option (Right to Buy)	\$ 16.875				08/04/1999	11/16/2006	Common Stock		20,0
NQ Stock Option (Right to Buy)	\$ 26.4063				08/04/1999	11/07/2007	Common Stock		20,0
ISO Stock Option (Right to Buy)	\$ 6.38				01/21/2005	01/21/2013	Common Stock		31,3
	\$ 7.25				10/22/2004	10/22/2012			13,7

ISO Stock Option (Right to Buy)								Common Stock	
ISO Stock Option (Right to Buy)	\$ 7.92				10/23/2003	10/23/2011		Common Stock	12,6
ISO Stock Option (Right to Buy)	\$ 8.3437				10/19/2002	10/19/2009		Common Stock	11,9
ISO Stock Option (Right to Buy)	\$ 13				08/04/1999	10/18/2005		Common Stock	5,91
ISO Stock Option (Right to Buy)	\$ 14.5				08/04/1999	08/21/2006		Common Stock	29,7
ISO Stock Option (Right to Buy)	\$ 14.625	11/23/2004	J ⁽⁵⁾	6,815	08/04/1999	10/19/2004		Common Stock	6,81

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

11/24/2004

**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 Rabbi Trust Plan and through reinvestments of dividends paid on the shares in this fund.
- (2) These shares were acquired during the fiscal year pursuant to the 1988 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.
- (3) Restricted shares will vest as follows: 2,500 on 11/23/2008; and 2,500 on 11/23/2009.
- (4) Options will vest as follows: 3,333 on 11/23/2005; 3,333 on 11/23/2006; and 3,334 on 11/23/2007.
- (5) Expired by its term without exercise or payment.

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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