FOX ROBERT A
Form 4
January 28, 2005

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX ROBERT A

(Last) (First) (Middle)

(Street)

RENO, NV 89511

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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								52,514	D	
Common Stock	01/26/2005		J(1)		815	A	$ 0	30,600	I	DIR/RABBI TRUST
Common Stock	01/26/2005		J(2)		426.377	A	$ 0	1,899.2772	I	DRIP
Common Stock	01/26/2005		J(3)		6,052	A	$ 10.74	6,052	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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	$ 7.25							10/22/2003	11/21/2012	Common Stock	9,655	
NQ Stock Option (Right to Buy)	$ 7.92							10/23/2002	11/22/2011	Common Stock	8,838	
NQ Stock Option (Right to Buy)	$ 8.1562							10/31/2001	11/30/2010	Common Stock	7,500	
NQ Stock Option (Right to Buy)	$ 8.343							10/19/2000	10/19/2009	Common Stock	7,500	
NQ Stock Option (Right to Buy)	$ 8.343							10/19/2000	11/19/2009	Common Stock	25,000	
NQ Stock Option	$ 13							08/04/1999	11/18/2005	Common Stock	1,538	

(Right to Buy)									
NQ Stock Option (Right to Buy)	$ 14.3438					08/05/1999	11/14/2008	Common Stock	5,752
NQ Stock Option (Right to Buy)	$ 14.5					08/04/1999	09/21/2006	Common Stock	10,000
NQ Stock Option (Right to Buy)	$ 16.0625	01/26/2005		J[4]	1,245	08/04/1999	02/21/2004	Common Stock	1,245
NQ Stock Option (Right to Buy)	$ 16.875					08/04/1999	11/16/2006	Common Stock	2,963
NQ Stock Option (Right to Buy)	$ 21.4375	01/26/2005		J[4]	933	08/04/1999	02/24/2004	Common Stock	933
NQ Stock Option (Right to Buy)	$ 26.4063					08/04/1999	11/07/2007	Common Stock	1,893

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX ROBERT A RENO, NV 89511	X			

Signatures

Robert A. Fox	01/28/2005
**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) These shares were acquired during the fiscal year pursuant to the Directors Deferred Compensation Plan and through reinvestment of dividends paid on the shares in this fund.

(2) These shares were acquired during the fiscal year pursuant to the registrant's Dividend Reinvestment Plan and through the reinvestment of dividends paid on the shares in this fund.

(3) The Reporting Person received these shares of the Registrant's common stock in lieu of receiving a portion of his cash compensation for service as a member of the Board of Directors.

(4) Expired by its term without exercise or payment.

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