

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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 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 \*  
**JEPSEN JOHN R**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former Officer

(Street)

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) (A) or 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	24,403	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,494.5333	I	ESOP TRUST
Common Stock	Â	Â	Â	Â	Â	Â	5,138	I	Restricted Stock Account

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

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SEC 2270 (9-02)

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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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
NQ Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	11/19/2013	Common Stock	5,000
NQ Stock Option (Right to Buy)	\$ 6.38	Â	Â	Â	Â	Â	01/21/2004	02/20/2013	Common Stock	8
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	2,132
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	22,642

ISO Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	10/19/2013	Common Stock	5,000
ISO Stock Option (Right to Buy)	\$ 6.38	Â	Â	Â	Â	Â	01/21/2004	01/21/2013	Common Stock	29,992
ISO Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	10/22/2012	Common Stock	7,868
ISO Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	10/23/2011	Common Stock	10,000
ISO Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	27,358
ISO Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	Â	08/05/2000	10/14/2008	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEPSEN JOHN R MIDDLEBURY,Â CTÂ 06749	Â	Â	Â	Former Officer

## Signatures

John R. Jepsen                      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.