

Meadows-Smith Marcus C
 Form 3
 January 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Meadows-Smith Marcus C | | | (Month/Day/Year) | | CROMPTON CORP [CK] | |
| (Last) | (First) | (Middle) | 01/23/2005 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 199 BENSON ROAD | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| MIDDLEBURY, CT 06749 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive VP, Crop Protection | |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 13,500 ⁽¹⁾ | I | Restricted Stock Account |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------|------------|------------|-----------------------------|--------|-----------|-------------------|---|
| NQ Stock Option (Right to Buy) | 10/20/2004 | 11/19/2013 | Common Stock ⁽²⁾ | 3,000 | \$ 5.85 | D | Â |
| NQ Stock Option (Right to Buy) | 10/22/2003 | 11/21/2012 | Common Stock ⁽³⁾ | 3,000 | \$ 7.25 | D | Â |
| NQ Stock Option (Right to Buy) | 10/23/2002 | 11/22/2011 | Common Stock ⁽⁴⁾ | 2,500 | \$ 7.92 | D | Â |
| NQ Stock Option (Right to Buy) | 11/23/2005 | 12/22/2014 | Common Stock ⁽⁵⁾ | 35,000 | \$ 11.24 | D | Â |
| ISO Stock Option (Right to Buy) | 10/31/2001 | 10/31/2010 | Common Stock ⁽⁶⁾ | 2,500 | \$ 8.1562 | D | Â |
| ISO Stock Option (Right to Buy) | 10/19/2000 | 10/19/2009 | Common Stock ⁽⁷⁾ | 500 | \$ 8.3437 | D | Â |
| ISO Stock Option (Right to Buy) | 10/16/1997 | 10/15/2006 | Common Stock ⁽⁸⁾ | 500 | \$ 16.875 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Meadows-Smith Marcus C 199 BENSON ROAD MIDDLEBURY, CT 06749 | Â | Â | Â Executive VP, Crop Protection | Â |

Signatures

Marcus Meadows-Smith 01/28/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restricted shares will vest as follows: 6,750 on 11/23/2008; and 6,750 on 11/23/2009.
- (2) Options granted on 10/20/2003 vest as follows: 1,000 on 10/20/2005; 1,000 on 10/20/2006; and 1,000 currently vested.
- (3) Options granted on 10/22/2002 vest as follows: 1,000 on 10/22/2005; and 2,000 currently vested.
- (4) Options granted on 10/23/2001 vest as follows: 2,500 currently vested.
- (5) Options granted on 11/23/2004 vest as follows: 11,667 on 11/23/2005; 11,666 on 11/23/2006; and 11,667 on 11/23/2007.
- (6) Options granted on 10/31/2000 vest as follows: 2,500 currently vested.
- (7) Options granted on 10/19/1999 vest as follows: 500 currently vested.
- (8) Options granted on 10/16/1996 vest as follows: 500 currently vested.

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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