

FERGUSON JOHN T II  
Form 4  
February 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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)  
02/01/2005

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 (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)
				(A) or (D)	Price		
Common Stock	02/01/2005		J <sup>(1)</sup>	4,064 A	\$ 11.17	94,655	D
Common Stock						25,663	I BEP TRUST
Common Stock						9,698.54	I LTIP TRUST (1988)
Common Stock	02/01/2005		J <sup>(2)</sup>	689 A	\$ 0	25,689	I Restricted Stock Account
	02/02/2005		J <sup>(3)</sup>	6,421 D		19,268	I

Edgar Filing: FERGUSON JOHN T II - Form 4

Common Stock	\$ 11.17		Restricted Stock Account
Common Stock	5,000	I	Restricted Stock Account II

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85					10/20/2004 11/19/2013	Common Stock	45,000	
NQ Stock Option (Right to Buy)	\$ 6.38					01/21/2004 02/20/2013	Common Stock	43,654	
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2003 11/21/2012	Common Stock	36,207	
NQ Stock Option (Right to Buy)	\$ 7.92					10/23/2002 11/22/2011	Common Stock	47,374	

Edgar Filing: FERGUSON JOHN T II - Form 4

NQ Stock Option (Right to Buy)	\$ 8.1562	10/31/2001	11/30/2010	Common Stock	75,000
NQ Stock Option (Right to Buy)	\$ 8.3437	10/19/2000	11/19/2009	Common Stock	188,015
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2005	12/22/2014	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 13	08/04/1999	11/18/2005	Common Stock	4,589
NQ Stock Option (Right to Buy)	\$ 14.3438	08/05/1999	11/14/2008	Common Stock	40,000
NQ Stock Option (Right to Buy)	\$ 14.5	08/04/1999	09/21/2006	Common Stock	70,227
NQ Stock Option (Right to Buy)	\$ 16.875	08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 26.4063	08/04/1999	11/07/2007	Common Stock	20,000
ISO Stock Option (Right to Buy)	\$ 6.38	01/21/2005	01/21/2013	Common Stock	31,346
	\$ 7.25	10/22/2004	10/22/2012		13,793

ISO Stock Option (Right to Buy)				Common Stock	
ISO Stock Option (Right to Buy)	\$ 7.92	10/23/2003	10/23/2011	Common Stock	12,626
ISO Stock Option (Right to Buy)	\$ 8.3437	10/19/2002	10/19/2009	Common Stock	11,985
ISO Stock Option (Right to Buy)	\$ 13	08/04/1999	10/18/2005	Common Stock	5,911
ISO Stock Option (Right to Buy)	\$ 14.5	08/04/1999	08/21/2006	Common Stock	29,773

## 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

02/02/2005

\*\*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) Direct holdings increased by 4,064 shares transferred from the 2004-2006 Long Term Incentive Plan (Restricted Stock Account).

(2) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.

Edgar Filing: FERGUSON JOHN T II - Form 4

- (3) 6,421 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account) of which 2,357 shares were withheld to satisfy tax withholding requirements.

Note: File three copies of this Form, one of which must be manually signed. If space 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.