

FERGUSON JOHN T II
Form 4
November 24, 2004

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

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)
199 BENSON ROAD

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior V.P. & General Counsel

MIDDLEBURY, CT 06749

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) (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	

Common Stock	\$ 11.24	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	5. Number of Derivative Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
					(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		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

Edgar Filing: FERGUSON JOHN T II - Form 4

NQ Stock Option (Right to Buy)								Common Stock	
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004	<u>J</u> ⁽⁴⁾	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</u> ⁽⁵⁾	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	5,9
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	6,8

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.

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.