

FERGUSON JOHN T II
Form 4
November 24, 2004

FORM 4

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

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).

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

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(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)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date		Title
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

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NQ Stock Option (Right to Buy)								Common Stock	
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004	<u>J⁽⁴⁾</u>	10,000	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	4,500
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	70,200
NQ Stock Option (Right to Buy)	\$ 14.625	11/23/2004	<u>J⁽⁵⁾</u>	5,685	08/04/1999	11/19/2004		Common Stock	5,685
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	31,300
	\$ 7.25				10/22/2004	10/22/2012			13,700

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.

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