VAGNINI MICHAEL F
Form 4
February 24, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAGNINI MICHAEL F

(Last) (First) (Middle)

(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)
02/23/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								3,389	D	
Common Stock	02/23/2005		J(1)		65.8239	A	$ 0	4,475	I	ESOP TRUST
Common Stock								153.4958	I	DRIP
Common Stock								63,485	I	LTIP Trust
Common Stock								7,707	I	Restricted Stock Account

Common Stock							6,500	I	Restricted Stock Account II
Common Stock	02/23/2005		J[(2)]	7,000	A	$ 12.92	7,000	I	Restricted Stock Account III

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

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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)	
				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	13,812
NQ Stock Option (Right to Buy)	$ 6.38							01/21/2004	02/20/2013	Common Stock	5,690
NQ Stock Option (Right to Buy)	$ 7.25							10/22/2003	10/22/2012	Common Stock	7,132
NQ Stock Option (Right to Buy)	$ 7.92							10/23/2002	11/22/2011	Common Stock	10,000

NQ Stock Option (Right to Buy)	$ 8.1562				10/31/2001	11/30/2010	Common Stock	20,000
NQ Stock Option (Right to Buy)	$ 8.343				10/19/2000	11/19/2009	Common Stock	40,473
NQ Stock Option (Right to Buy)	$ 11.24				11/23/2005	12/22/2014	Common Stock	25,000
NQ Stock Option (Right to Buy)	$ 12.92	02/23/2005	J[3]	21,000	02/23/2006	03/22/2015	Common Stock	21,000
NQ Stock Option (Right to Buy)	$ 14.3438				08/04/1999	11/14/2008	Common Stock	727
ISO Stock Option (Right to Buy)	$ 5.85				10/20/2004	10/19/2013	Common Stock	6,188
ISO Stock Option (Right to Buy)	$ 6.38				01/21/2004	01/21/2013	Common Stock	24,310
ISO Stock Option (Right to Buy)	$ 7.25				10/22/2003	10/22/2012	Common Stock	12,868
ISO Stock Option (Right to Buy)	$ 7.92				10/23/2003	10/23/2011	Common Stock	10,000
	$ 8.343				10/19/2001	10/19/2009		9,527

ISO Stock Option (Right to Buy)					Common Stock	
ISO Stock Option (Right to Buy)	$ 14.3438		08/04/1999	10/14/2008	Common Stock	7,273
ISO Stock Option (Right to Buy)	$ 16.875		08/04/1999	11/16/2006	Common Stock	5,000
ISO Stock Option (Right to Buy)	$ 26.4063		08/04/1999	11/07/2007	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAGNINI MICHAEL F MIDDLEBURY, CT 06749			VP and Controller	

Signatures

Michael F. Vagnini	02/24/2005
**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) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan and through reinvestment of dividends paid on the shares in this fund (ESOP Trust).

(2) Restricted Shares acquired pursuant to the 2005-2007 Long-Term Incentive Plan will vest upon a share of the Registrant's common stock reaching the following stock price milestones: twenty (20%) percent of grant upon closing price of a share attaining $14.00; twenty (20%) percent of grant upon closing price of a share attaining $16.75; twenty (20%) percent of grant upon closing price of a share attaining $19.88; and forty (40%) of grant upon closing price of share attaining $23.60. Shares will vest as stated above when a particular milestone is reached and maintained for ten (10) consecutive trading days, based on the closing price of a share of the Registrant's common stock on the New York Stock Exchange.

(3)

Options will vest as follows: one-third (1/3) of grant on February 23, 2006; one-third (1/3) of grant on February 23, 2007; and one-third of grant on February 23, 2008.

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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