

ODANIELL MYLES S
Form 4
November 23, 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 *
ODANIELL MYLES S

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)
Exec. V.P. Specialty Chemicals

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)
			Code	V	Amount	(D)	Price
Common Stock					38,452	D	
Common Stock	11/23/2004		J ⁽¹⁾		1,070.38	A	\$ 0
Common Stock					25,000	I	ESOP TRUST
Common Stock	11/23/2004		J ⁽²⁾		13,500	A	\$ 11.24
					13,500	I	Restricted Stock Account

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
NQ Stock Option (Right to Buy)	\$ 5.85					10/20/2004	11/19/2013	Common Stock	10,812
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004		J ⁽³⁾	35,000	11/23/2005	12/22/2014	Common Stock	35,000
ISO Stock Option (Right to Buy)	\$ 5.85					10/20/2004	10/19/2013	Common Stock	34,188

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ODANIELL MYLES S
199 BENSON ROAD
MIDDLEBURY, CT 06749

Exec. V.P. Specialty Chemicals

Signatures

Myles S. Odaniell 11/23/2004

**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 Registrant's ESOP Plan and through reinvestment of dividends paid on shares in this fund, net of a non-discretionary ESOP Plan required distribution.
- (2) Restricted shares will vest as follows: 6,750 on 11/23/2008; and 6,750 on 11/23/2009.
- (3) Options will vest as follows: 11,666 on 11/23/2005; 11,666 on 11/23/2006; and 11,668 on 11/23/2007.

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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