

VAGNINI MICHAEL F
 Form 4
 November 24, 2004

FORM 4

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

OMB APPROVAL

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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 *
 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)
 11/23/2004

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)
 Corporate Controller

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)			
			Code	V	Amount	(D)	Price			
Common Stock					2,023	D				
Common Stock	11/23/2004		J ⁽¹⁾		667.093	A	\$ 0	4,381.514	I	ESOP TRUST
Common Stock	11/23/2004		J ⁽²⁾		58.5421	A	\$ 0	153.4958	I	DRIP
Common Stock	11/24/2004		J ⁽³⁾		1,687	A	\$ 0	63,485	I	LTIP Trust
Common Stock					10,000	I				Restricted Stock Account

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Common Stock	11/23/2004		J ⁽⁴⁾	6,500	A	\$ 11.24	6,500	I	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 (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	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	\$ 8.1562					10/31/2001	11/30/2010	Common Stock	20,000

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Buy)										
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	11/23/2004		<u>J</u> ⁽⁵⁾	25,000	11/23/2005	12/22/2014	Common Stock	25,000	
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	
ISO Stock Option (Right to Buy)	\$ 8.343					10/19/2001	10/19/2009	Common Stock	9,527	
ISO Stock Option (Right to Buy)	\$ 14.3438					08/04/1999	10/14/2008	Common Stock	7,273	

ISO Stock Option \$ 16.875 (Right to Buy)	08/04/1999	11/16/2006	Common Stock	5,000
ISO Stock Option \$ 26.4063 (Right to Buy)	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			Corporate Controller	

Signatures

Michael F.
Vagnini

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 Registrant's ESOP Plan and through reinvestment of dividends paid on the shares in this fund.
 - (2) These shares were acquired during the fiscal year pursuant to the Registrant's Dividend Reinvestment Plan and through the reinvestment of dividends paid on the shares in this fund.
 - (3) 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.
 - (4) Restricted shares will vest as follows: 3,250 on 11/23/2008; and 3,250 on 11/23/2009.
 - (5) Options will vest as follows: 8,333 on 11/23/2005; 8,333 on 11/23/2006; and 8,334 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. 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.