CROMPTON CORP
Form 5
February 11, 2005

FORM 5

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

ANNUAL 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

OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated average burden hours per response...	1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
HIGDON LEO I JR

(Last) (First) (Middle)

6 GLEBE STREET

(Street)

CHARLESTON,Â SCÂ 29424

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CROMPTON CORP [CK]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	9,727	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	410.5612	I	DRIP
Common Stock	Â	Â	Â	Â	Â	Â	25,549	I	DIR/RABBI TRUST

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

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SEC 2270 (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)		8 D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	9,655	
NQ Stock Option (Right to Buy)	$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	8,838	
NQ Stock Option (Right to Buy)	$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	7,500	
NQ Stock Option (Right to Buy)	$ 8.343	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	7,500	
NQ Stock Option (Right to Buy)	$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	25,000	
NQ Stock Option (Right to Buy)	$ 13	Â	Â	Â	Â	Â	08/04/1999	11/18/2005	Common Stock	1,538	
NQ Stock	$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	5,752	

Option (Right to Buy)										
NQ Stock Option (Right to Buy)	$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	10,000
NQ Stock Option (Right to Buy)	$ 16.0625	Â	Â	Â	Â	Â	08/04/1999	02/24/2005	Common Stock	1,245
NQ Stock Option (Right to Buy)	$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	2,963
NQ Stock Option (Right to Buy)	$ 21.4375	Â	Â	Â	Â	Â	08/04/1999	02/24/2004	Common Stock	933
NQ Stock Option (Right to Buy)	$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	1,893

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGDON LEO I JR 6 GLEBE STREET CHARLESTON,Â SCÂ 29424	Â X	Â	Â	Â

Signatures

Leo I. Higdon, Jr.	02/11/2005
**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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