

HEADRICK ROGER L
Form 4/A
January 26, 2006

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 *
HEADRICK ROGER L

2. Issuer Name and Ticker or Trading Symbol
Chemtura CORP [CEM]

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)
01/24/2006

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

MIDDLEBURY, CT 06749
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/26/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 59,677 | D | |
| Common Stock | | | | (A) or (D) | 33,145 ⁽¹⁾ | I | DIR/RABBI TRUST |
| Common Stock | | | | (A) or (D) | 3,431.0928 | I | DRIP |
| Common Stock | 01/24/2006 | | J ⁽²⁾ | V Amount \$ 6,140 A 12.215 | 12,268 ⁽³⁾ | I | Restricted Stock Account |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Price or Value 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) | \$ 7.25 | | | | | 10/22/2003 | 11/21/2012 | Common Stock | 9,655 |
| NQ Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2002 | 11/22/2011 | Common Stock | 8,838 |
| NQ Stock Option (Right to Buy) | \$ 8.1562 | | | | | 10/31/2001 | 11/30/2010 | Common Stock | 7,500 |
| NQ Stock Option (Right to Buy) | \$ 8.343 | | | | | 10/19/2000 | 10/19/2009 | Common Stock | 7,500 |
| NQ Stock Option (Right to Buy) | \$ 8.343 | | | | | 10/19/2000 | 11/19/2009 | Common Stock | 25,000 |
| NQ Stock | \$ 14.3438 | | | | | 08/05/1999 | 11/14/2008 | Common Stock | 5,752 |

Option
(Right to
Buy)

| | | | | |
|--|------------|------------|-----------------|--------|
| NQ Stock Option \$ 14.5 (Right to Buy) | 08/04/1999 | 09/21/2006 | Common Stock | 10,000 |
|--|------------|------------|-----------------|--------|

| | | | | |
|--|------------|------------|-----------------|-------|
| NQ Stock Option \$ 16.875 (Right to Buy) | 08/04/1999 | 11/16/2006 | Common Stock | 2,963 |
|--|------------|------------|-----------------|-------|

| | | | | |
|---|------------|------------|-----------------|-------|
| NQ Stock Option \$ 26.4063 (Right to Buy) | 08/04/1999 | 11/07/2007 | Common Stock | 1,893 |
|---|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEADRICK ROGER L 199 BENSON ROAD MIDDLEBURY, CT 06749 | | X | | |

Signatures

| | |
|--|------------|
| Roger L. Headrick | 01/26/2006 |
| <u> </u> 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).
- (2) The Reporting person received these shares of the Registrant's common stock in lieu of receiving a portion of his cash compensation for service as a member of the Board of Directors.
- (3) Filing to correct an arithmetic error occasioned by an inadvertent duplication of a 76 share transaction in the reporting persons Restricted Stock account.
- (1) Filing to correct an arithmetic error occasioned by an inadvertent duplication of a 216 share transaction in the reporting persons Rabbi Trust account.

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.