

FERGUSON JOHN T II  
Form 4  
November 24, 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 \*  
FERGUSON JOHN T II

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)  
Senior V.P. & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                |   | 90,591  | D  |                                   |
| Common Stock                    | 11/23/2004                           |  | J(1)                           | 681 A \$ 0  | 25,663  | I  | BEP TRUST                         |
| Common Stock                    | 11/23/2004                           |  | J(2)                           | 716 A \$ 0  | 9,698.54  | I  | LTIP TRUST (1988)                 |
| Common Stock                    |                                      |  |                                |   | 25,000  | I  | Restricted Stock Account          |
|                                 | 11/23/2004                           |  | J(3)                           | 5,000 A   | 5,000   | I  |                                   |

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|                 |             |                                   |
|-----------------|-------------|-----------------------------------|
| Common<br>Stock | \$<br>11.24 | Restricted<br>Stock<br>Account II |
|-----------------|-------------|-----------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code V (A) (D)                       |  | Date<br>Exercisable      Expiration<br>Date                    | Title      Amount<br>Number<br>Shares                            |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 5.85  |   |   |                                      |  | 10/20/2004      11/19/2013                                     | Common<br>Stock      45,0  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 6.38  |   |   |                                      |  | 01/21/2004      02/20/2013                                     | Common<br>Stock      43,6  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 7.25  |   |   |                                      |  | 10/22/2003      11/21/2012                                     | Common<br>Stock      36,2  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 7.92  |   |   |                                      |  | 10/23/2002      11/22/2011                                     | Common<br>Stock      47,3  |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 8.1562  |   |   |                                      |  | 10/31/2001      11/30/2010                                     | Common<br>Stock      75,0  |
|   | \$ 8.3437  |   |   |                                      |  | 10/19/2000      11/19/2009                                     | 188,0  |

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|   |            |            |                         |        |            |            |  |                 |      |
|---|------------|------------|-------------------------|--------|------------|------------|--|-----------------|------|
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  |            |            |                         |        |            |            |  | Common<br>Stock |      |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 11.24   | 11/23/2004 | <u>J</u> <sup>(4)</sup> | 10,000 | 11/23/2005 | 12/22/2014 |  | Common<br>Stock | 10,0 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 13      |            |                         |        | 08/04/1999 | 11/18/2005 |  | Common<br>Stock | 4,58 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 14.3438 |            |                         |        | 08/05/1999 | 11/14/2008 |  | Common<br>Stock | 40,0 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 14.5    |            |                         |        | 08/04/1999 | 09/21/2006 |  | Common<br>Stock | 70,2 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 14.625  | 11/23/2004 | <u>J</u> <sup>(5)</sup> | 5,685  | 08/04/1999 | 11/19/2004 |  | Common<br>Stock | 5,68 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 16.875  |            |                         |        | 08/04/1999 | 11/16/2006 |  | Common<br>Stock | 20,0 |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)  | \$ 26.4063 |            |                         |        | 08/04/1999 | 11/07/2007 |  | Common<br>Stock | 20,0 |
| ISO<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.38    |            |                         |        | 01/21/2005 | 01/21/2013 |  | Common<br>Stock | 31,3 |
|   | \$ 7.25    |            |                         |        | 10/22/2004 | 10/22/2012 |  |                 | 13,7 |



## 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 Rabbi Trust Plan and through reinvestments of dividends paid on the shares in this fund.
- (2) 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.
- (3) Restricted shares will vest as follows: 2,500 on 11/23/2008; and 2,500 on 11/23/2009.
- (4) Options will vest as follows: 3,333 on 11/23/2005; 3,333 on 11/23/2006; and 3,334 on 11/23/2007.
- (5) Expired by its term without exercise or payment.

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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