

Meadows-Smith Marcus C
 Form 3
 January 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Meadows-Smith Marcus C		(Month/Day/Year)	CROMPTON CORP [CK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
199 BENSON ROAD			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
MIDDLEBURY, CT 06749			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Executive VP, Crop Protection	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,500 ⁽¹⁾	I	Restricted Stock Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
NQ Stock Option (Right to Buy)	10/20/2004	11/19/2013	Common Stock ⁽²⁾	3,000	\$ 5.85	D	Â
NQ Stock Option (Right to Buy)	10/22/2003	11/21/2012	Common Stock ⁽³⁾	3,000	\$ 7.25	D	Â
NQ Stock Option (Right to Buy)	10/23/2002	11/22/2011	Common Stock ⁽⁴⁾	2,500	\$ 7.92	D	Â
NQ Stock Option (Right to Buy)	11/23/2005	12/22/2014	Common Stock ⁽⁵⁾	35,000	\$ 11.24	D	Â
ISO Stock Option (Right to Buy)	10/31/2001	10/31/2010	Common Stock ⁽⁶⁾	2,500	\$ 8.1562	D	Â
ISO Stock Option (Right to Buy)	10/19/2000	10/19/2009	Common Stock ⁽⁷⁾	500	\$ 8.3437	D	Â
ISO Stock Option (Right to Buy)	10/16/1997	10/15/2006	Common Stock ⁽⁸⁾	500	\$ 16.875	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meadows-Smith Marcus C 199 BENSON ROAD MIDDLEBURY, CT 06749	Â	Â	Â Executive VP, Crop Protection	Â

Signatures

Marcus Meadows-Smith 01/28/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restricted shares will vest as follows: 6,750 on 11/23/2008; and 6,750 on 11/23/2009.
- (2) Options granted on 10/20/2003 vest as follows: 1,000 on 10/20/2005; 1,000 on 10/20/2006; and 1,000 currently vested.
- (3) Options granted on 10/22/2002 vest as follows: 1,000 on 10/22/2005; and 2,000 currently vested.
- (4) Options granted on 10/23/2001 vest as follows: 2,500 currently vested.
- (5) Options granted on 11/23/2004 vest as follows: 11,667 on 11/23/2005; 11,666 on 11/23/2006; and 11,667 on 11/23/2007.
- (6) Options granted on 10/31/2000 vest as follows: 2,500 currently vested.
- (7) Options granted on 10/19/1999 vest as follows: 500 currently vested.
- (8) Options granted on 10/16/1996 vest as follows: 500 currently vested.

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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