

Godfrey David P
 Form 4
 November 23, 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 *
 Godfrey David P

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)
 Vice President, Human Resource

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/23/2004		J ⁽¹⁾	892.5996 A \$ 0	2,307.98	I	ESOP Trust
Common Stock					5,274.0757	I	Savings Plan (401K) Trust
Common Stock	11/23/2004		J ⁽²⁾	6,500 A \$ 11.24	6,500	I	Restricted Stock Account

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

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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	4,000
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2004	11/21/2012	Common Stock	4,000
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2004		J ⁽³⁾	20,000	11/23/2005	12/22/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Godfrey David P 199 BENSON ROAD MIDDLEBURY, CT 06749			Vice President, Human Resource	

Signatures

David P.
Godfrey

11/23/2004

**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) Restricted shares will vest as follows: 3,250 on 11/23/2008; and 3,250 on 11/23/2009.
- (3) Options will vest as follows: 6,666 on 11/23/2005; 6,666 on 11/23/2006; and 6,668 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.

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