

GOTTWALD WILLIAM M
 Form 4
 February 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 GOTTWALD WILLIAM M

(Last) (First) (Middle)
 330 SOUTH FOURTH STREET
 (Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/30/2006 | | M | 100,000 | A \$ 17.375 | 925,722 | D |
| Common Stock | 01/30/2006 | | S | 59,600 | D \$ 43.4677 | 866,122 | D |
| Common Stock | | | | | | 37,170 | I Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. |

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| | | | |
|--------------|--------|---|--|
| Common Stock | 27,065 | I | ⁽¹⁾ Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽²⁾ |
| Common Stock | 56,385 | I | Shares held by William M. Gottwald, Jr. ⁽¹⁾ |
| Common Stock | 16,660 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽¹⁾ |
| Common Stock | 27,065 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽²⁾ |
| Common Stock | 76,895 | I | Shares held by Elizabeth I. Gottwald. ⁽¹⁾ |
| Common Stock | 27,845 | I | Shares held in trust fbo reporting person's children u/a dtd 8/16/90. |
| Common Stock | 86,170 | I | Shares held as co-Trustee fbo reporting |

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| | | | |
|--------------|--------|---|---|
| Common Stock | 5,374 | I | person's family u/a dtd 12/16/91. <u>(1)</u> Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87. |
| Common Stock | 23,148 | I | Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. <u>(3)</u> |
| Common Stock | 3,226 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 10/20/87. |
| Common Stock | 5,374 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 12/21/87. |
| Common Stock | 23,148 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. <u>(3)</u> |
| Common Stock | 9,147 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. |

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| | | | |
|--------------|---------|---|--|
| Common Stock | 13,225 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. |
| Common Stock | 23,060 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. ⁽³⁾ |
| Common Stock | 4,424 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 10/18/89. |
| Common Stock | 25,691 | I | Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. ⁽³⁾ |
| Common Stock | 8,947 | I | Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89. |
| Common Stock | 844,725 | I | Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner. |

| | | | |
|-----------------|---------|---|--|
| Common Stock | 500,000 | I | Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. <u>(4)</u> |
|-----------------|---------|---|--|

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 Underlying Security (Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Nonqualified Option (Right to Buy) | \$ 17.375 | 01/30/2006 | | M | 100,000 | <u>(5)</u> 09/02/2006 | Common Stock 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD WILLIAM M 330 SOUTH FOURTH STREET RICHMOND, VA 23219 | X | | Chairman of the Board | |

Signatures

Nicole C. Daniel, attorney
in fact

02/01/2006

 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) All shares of record held by Westham Partners, L.P.

(2) 18,900 shares of record held by Westham Partners, L.P.

(3) 16,975 shares of record held by Westham Partners, L.P.

Additional Indirect Holdings: 3,687 shares held by Trustee under Albemarle Savings Plan; 15,446 shares held by spouse; 9,526 shares held by Trustee fbo James M. Gottwald u/a dtd 12/1/81; 8,947 shares held by Trustee fbo James M. Gottwald u/a dtd 1/3/89; 5,486 shares held by Trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.

(5) Exercisable six years from date of grant or earlier in 25% annual increments in the event that the trading price of Albemarle Corporation Common Stock equals or exceeds certain price levels.

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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