

FORSYTH STEPHEN C
Form 4
November 15, 2010

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 *
FORSYTH STEPHEN C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

199 BENSON ROAD

11/10/2010

EVP and CFO

(Street)

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

MIDDLEBURY, CT 06749

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/10/2010 | | A | | 45,000 | A | \$ 0 415,454 |
| Common Stock | 11/10/2010 | | F | | 14,153 | D | \$ 0.2 401,301 |
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | | 401,301 | D | \$ 0 (1) 0 |
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | | 6,046 | A | \$ 0 (1) 6,046 |
| Common Stock | 11/10/2010 | | A ⁽²⁾ | | 23,234 | A | \$ 0 29,280 |

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.45 | 11/10/2010 | | A | 52,787 | ⁽³⁾ 11/10/2020 | Common Stock 52,787 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORSYTH STEPHEN C 199 BENSON ROAD MIDDLEBURY, CT 06749 | | | EVP and CFO | |

Signatures

/s/ Alan Schutzman by Power of Attorney
11/15/2010

**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) Pursuant to the Issuer's Joint Plan of Reorganization, which was approved by the U.S. Bankruptcy Court for the Southern District of New York and the Issuer's board of directors, each share of Issuer common stock outstanding prior to the Issuer's emergence from bankruptcy was cancelled on November 10, 2010, and the holders thereof became automatically entitled to receive, on a pro rata basis with the other then-existing holders of the Issuer's outstanding common stock, shares of the Issuer's new common stock.
- (2) Grant of restricted stock units pursuant to the Issuer's EIP Settlement Plan, as approved by the U.S. Bankruptcy Court for the Southern District of New York and the Issuer's board of directors. The restricted stock units vest in three equal installments including the date of grant, March 31, 2011 and March 31, 2012.

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(3) The stock options vest in three equal installments, including the date of grant, March 31, 2011 and March 31, 2012.

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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