GOTTWALD JOHN D

Form 4

February 03, 2006

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person ** GOTTWALD JOHN D			2. Issuer Name and Ticker or Trading Symbol ALBEMARLE CORP [ALB]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
1100 BOULDERS PARKWAY			(Month/Day/Year) 02/03/2006					_X_ Director10% Owner Officer (give titleOther (specify below)			
(Street) RICHMOND, VA 23225			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person			
(City)	(State)	(Zip)	Ta	ble I - Non-	-Derivativ	e Secı	ırities Acqı	uired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	Oner Dispose (Instr. 3, 4) Amount	(A) or (D)	Price	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)	
Stock	02/03/2006			S	85,655	D	43.6633 (3)	392,520 <u>(1)</u>	D		
Common								685,204 ⁽²⁾	I	Held by Westham Partners, L.P., reporting	
Stock									_	person is a	

limited partner & general partner.*

Common Stock	500,000	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.*
Common Stock	23,148	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89*
Common Stock	7,936	I	Held by Samuel S. Gottwald
Common Stock	799	I	Held as custodian for son, James Christian Gottwald*
Common Stock	3,226	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 10/20/87*
Common Stock	5,374	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 12/21/87*

Common Stock	23,148	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89*
Common Stock	9,147	I	Held by WM Gottwald, trustee of James Christian Gottwald's Gallo Trust u/a dtd 1/3/89*
Common Stock	13,225	I	Held by WM Gottwald trustee of Charles Houston Gottwald Gallo Trust u/a dtd 9/5/89*
Common Stock	23,060	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* (4)
Common Stock	4,424	I	Held by WM Gottwald trustee fbo Charles Houston

			Gottwald u/a dtd 10/18/89*
Common Stock	25,691	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* (4)
Common Stock	85,855	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91*
Common Stock	88,725	I	Held by me and James T. Gottwald, trustees fbo reporting person's children u/a dated 4/10/92 * (9)
Common Stock	37,170	I	Held by me and James T. Gottwald as co-trustees WM Gottwald Jr's Crummey Trust u/a dtd 10/13/83*

Common Stock	27,065	Ι	Held as trustee WM Gottwald Jr.'s Crummey Trust u/a dtd 1/3/89*
Common Stock	27,065	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89*
Common Stock	5,374	I	Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87 (6)

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOTTWALD JOHN D 1100 BOULDERS PARKWAY X RICHMOND, VA 23225

Signatures

Nicole C. Daniel, attorney

in fact 02/03/2006

**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) Includes 225,733 shares received as a distribution from Westham Partners, L.P.
- (2) Decrease in shares reflect distribution from Westham Partners, L.P.
- (3) Price calculated per the terms of the Agreement between the reporting person and Albemarle Corporation.
- (4) 12,731 shares held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
- (5) 14,175 held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
 - Additional Indirect Holdings: 16,660 Held as co-trustee of Elizabeth I. Gottwald's Crummey Trust u/a dtd 3/28/85.* 12,435 shares held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P. 27,845 Held by me and James T. Gottwald
- as trustee for the William M. Gottwald Trust dtd 8/18/90.* 9,526 Held by me and William M. Gottwald as trustees fbo James Matthew Gottwald u/a dtd 12/1/81.* 5,486 Held by me and William M. Gottwald as trustees fbo Sarah Wren Gottwald u/a dtd 3/1/83.* 5,236 Held by me as custodian for son, Samuel S. Gottwald.*; 17,508 shares held by spouse. *Portion of shares held of record by Westham Partners, L.P. * Reporting person disclaims beneficial ownership.
- (7) 27,877 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (8) 66,544 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (9) 64,391 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 6