

HEADRICK ROGER L  
Form 5  
January 19, 2006

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**HEADRICK ROGER L**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2005**

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

**199 BENSON ROAD**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

**MIDDLEBURY, CT 06749**

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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2005	12/17/2005	A				59,677	D	
Common Stock	01/16/2006	01/17/2006	J <sup>(1)</sup>	216	A	\$ 0	33,361	I	DIR/RABBI TRUST
Common Stock	01/16/2006	01/17/2006	J <sup>(2)</sup>	264.564	A	\$ 0	3,431.0928	I	DRIP
Common Stock	01/16/2006	01/17/2006	J <sup>(3)</sup>	76	A	\$ 0	6,204	I	Restricted Stock Account

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	9,655
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	8,838
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	25,000
NQ Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	5,752

NQ Stock Option (Right to Buy)	\$ 14.5							08/04/1999	09/21/2006	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 16.875							08/04/1999	11/16/2006	Common Stock	2,963
NQ Stock Option (Right to Buy)	\$ 26.4063							08/04/1999	11/07/2007	Common Stock	1,893
NQ Stock Option (Right to Buy)	\$ 13	01/16/2006	01/17/2006	J <sup>(4)</sup>		1,538		08/04/1999	11/18/2005	Common Stock	0
NQ Stock Option (Right to Buy)	\$ 16.0625	01/16/2006	01/17/2006	J <sup>(5)</sup>		1,245		08/04/1999	02/24/2005	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEADRICK ROGER L 199 BENSON ROAD MIDDLEBURY, CT 06749		X		

## Signatures

Roger L.  
Headrick

01/18/2006

\*\*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).
- (5) Expired by its term without exercise or payment.
- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Dividend Reinvestment Plan and through reinvestment of dividends paid on the shares in this fund.

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- (1) These shares were acquired during the fiscal year pursuant to the Rabbi Trust Plan and through reinvestments of dividends paid on the shares in this fund.
- (4) Expired by its term without exercise or payment.
- (3) These shares were acquired during fiscal year pursuant to the Restricted Stock Account Plan and through reinvestment of dividends paid on these shares in this fund.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.