

NEWMARKET CORP  
Form SC 13D/A  
February 16, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under The Securities Exchange Act of 1934**

**(Amendment No. 2)**

NEWMARKET CORPORATION

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**(Name of Issuer)**

COMMON STOCK

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**(Title of Class of Securities)**

651587 10 7

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**(CUSIP Number)**

Bruce C. Gottwald

330 South Fourth Street

Richmond, Virginia 23219

Telephone No. 804-788-5000

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

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Copy to:

Allen C. Goolsby, Esq.

Hunton & Williams LLP

Riverfront Plaza - East Tower

951 East Byrd Street

Richmond, Virginia 23219

February 8, 2007

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**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box " .

Page 1 of 13 Pages

## 1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce C. Gottwald

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) 

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

PF, BK

## 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

## 7 SOLE VOTING POWER

NUMBER OF SHARES	1,780,335
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## 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH	18,731
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## 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH	1,780,335
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## 10 SHARED DISPOSITIVE POWER

18,731

## 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,799,066

## 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

x

43,720 shares held by a charitable foundation; an aggregate of 637,220 shares owned by three separate trusts of which each of the Reporting Person's adult sons and his wife are the co-trustees; and an aggregate of 397,851 shares owned by the Reporting Person's adult sons (including shares as to which the adult sons have shared voting and dispositive power)

## 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.40%

## 14 TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

\* Amendment No. 2 amends and supplements the statement on Schedule 13D initially filed with the Securities and Exchange Commission (the SEC ) on February 14, 2006 by Bruce C. Gottwald ( Mr. Gottwald ), as previously amended by Amendment No. 1 thereto filed with the SEC on August 18, 2006, with respect to shares of common stock, without par value (the Common Stock ), of NewMarket Corporation (the Issuer ). The purpose for the filing of Amendment No. 2 is to update the reported beneficial ownership of the Issuer s Common Stock by Mr. Gottwald.

Item 3. Source and Amount of Funds or Other Consideration.

Mr. Gottwald used the proceeds from commercial bank loans made in the ordinary course of business from SunTrust Bank to acquire all 200,000 shares of the Issuer s Common Stock listed on Schedule I hereto.

Item 4. Purpose of Transaction.

Mr. Gottwald purchased the additional shares of the Issuer s Common Stock listed on Schedule I hereto to increase his beneficial interest in the Issuer, which Mr. Gottwald believes is an attractive investment. Except for occasional gifts and other transactions among family members, Mr. Gottwald intends to hold for investment the shares of the Issuer s Common Stock that he owns. However, depending upon his evaluation of the Issuer s business and prospects and upon future developments, including, but not limited to, stock market and general economic conditions, Mr. Gottwald may from time to time acquire additional shares, or dispose of shares, of the Issuer s Common Stock.

Mr. Gottwald does not have any plans to engage in any extraordinary transactions involving the Issuer or any of its subsidiaries, such as a merger, reorganization or liquidation, nor does he have any plans (i) to sell or transfer a material amount of the Issuer s assets, (ii) to make any material change in the present capitalization or dividend policy of the Issuer, (iii) to change the board of directors or management of the Issuer, (iv) to make any other material change in the Issuer s business or corporate structure, (v) to make any change in the Issuer s articles of incorporation or bylaws or other actions that may impede the acquisition of control of the Issuer by any person, (vi) to cause a class of the Issuer s securities to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association, (vii) to cause a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or (viii) any action similar to any of those described in this Item 4.

Item 5. Interest in Securities of the Issuer.

- (a) 1,842,786 shares of Common Stock of the Issuer are owned beneficially by Mr. Gottwald, constituting 10.66% of such shares outstanding.<sup>1/</sup>
- (b) Number of shares as to which such persons have:
  - (i) sole power to vote or to direct the vote 1,780,335

- (ii) shared power to vote or to direct the vote 62,451<sup>2/</sup>
  
- (iii) sole power to dispose of or to direct the disposition of 1,780,335
  
- (iv) shared power to dispose of or to direct the disposition of 62,451<sup>2/</sup>

<sup>1/</sup> This amount does not include an aggregate of 637,220 (3.68%) shares of the Issuer's Common Stock beneficially owned by three separate trusts of which each of the adult sons of Bruce C. Gottwald and his wife are the co-trustees or an aggregate of 397,851 (2.30%) shares of the Issuer's Common Stock beneficially owned by the adult sons of Bruce C. Gottwald. Bruce C. Gottwald and his adult sons have no agreement with respect to the acquisition, retention, disposition or voting of the Issuer's Common Stock. The filing of this statement on Schedule 13D shall not be construed as an admission that, for the purposes of Section 13(d) or 13(g) of the Exchange Act, Bruce C. Gottwald is the beneficial owner of the 62,451 shares described in Items 5(b)(ii) and (iv). See Item 5(d) below.

<sup>2/</sup> This amount includes 43,720 shares owned by a charitable foundation for which Bruce C. Gottwald serves as one of the directors and 18,731 shares owned by Mr. Gottwald's wife. Bruce C. Gottwald disclaims any beneficial interest in any shares held in the foundation or held by his wife. This amount does not include shares owned of record by Merrill Lynch Trust Company, as Trustee under the Issuer's savings plan (the Plan) for its employees that are held for the benefit of employees. Shares held under the Plan are voted by the Trustee in accordance with instructions solicited from employees participating in the Plan. If a participating employee does not give the Trustee voting instructions, his shares are voted by the Trustee in accordance with management's recommendations to the shareholders. Because Bruce C. Gottwald is a director of the Issuer, his son, Thomas E. Gottwald, is the Chief Executive Officer and a director of the Issuer and members of the Gottwald family are the largest shareholders of the Issuer, they may be deemed to be control persons of the Issuer and to have the capacity to control any such recommendation of management.

- (c) Other than the acquisition of the 200,000 shares of the Issuer's Common Stock set forth on Schedule I hereto, Mr. Gottwald has not engaged in any transactions in the Issuer's Common Stock in the past 60 days.
  
- (d) Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, all 62,451 shares described in Items 5(b)(ii) and (iv). However, none of such persons' individual interest relates to more than 5% of the class of securities for which this Schedule is filed.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Power of Attorney for Bruce C. Gottwald (previously filed with Amendment No. 1 to this Schedule 13D).

Reporting Person	Date	Price Per Share	
		Number of Shares Purchased <sup>(1)</sup>	(excluding commissions)
Bruce C. Gottwald	February 7, 2007	600	\$46.56
	February 7, 2007	300	\$46.57
	February 7, 2007	200	\$46.63
	February 7, 2007	100	\$46.64
	February 7, 2007	300	\$46.65
	February 7, 2007	300	\$46.69
	February 7, 2007	400	\$46.70
	February 7, 2007	600	\$46.71
	February 7, 2007	300	\$46.82
	February 7, 2007	200	\$46.83
	February 7, 2007	250	\$46.85
	February 7, 2007	300	\$46.87
	February 7, 2007	400	\$46.91
	February 7, 2007	100	\$46.99
	February 7, 2007	100	\$47.00
	February 7, 2007	200	\$47.02
	February 7, 2007	150	\$47.54
	February 7, 2007	300	\$47.55
	February 7, 2007	100	\$47.56
	February 7, 2007	400	\$47.59
	February 7, 2007	1,100	\$47.60
	February 7, 2007	200	\$47.80
	February 7, 2007	100	\$47.86
	February 7, 2007	200	\$47.87
	February 7, 2007	900	\$47.88
	February 7, 2007	1,100	\$47.89
	February 7, 2007	100	\$47.90
	February 7, 2007	100	\$47.91
	February 7, 2007	300	\$47.92

Reporting Person	Date	Price Per Share	
		Number of Shares	(excluding commissions)
	February 7, 2007	400	\$47.93
	February 7, 2007	2,500	\$47.94
	February 7, 2007	1,150	\$47.95
	February 7, 2007	600	\$47.97
	February 7, 2007	100	\$47.98
	February 7, 2007	100	\$47.99
	February 7, 2007	50	\$48.02
	February 7, 2007	200	\$48.08
	February 7, 2007	100	\$48.16
	February 7, 2007	2,600	\$48.17
	February 7, 2007	400	\$48.18
	February 7, 2007	200	\$48.21
	February 7, 2007	200	\$48.22
	February 7, 2007	100	\$48.23
	February 7, 2007	1,000	\$48.24
	February 7, 2007	8,800	\$48.25
	February 7, 2007	700	\$48.26
	February 7, 2007	3,000	\$48.27
	February 7, 2007	3,400	\$48.28
	February 7, 2007	700	\$48.32
	February 7, 2007	200	\$48.35
	February 7, 2007	800	\$48.39
	February 7, 2007	400	\$48.40
	February 7, 2007	200	\$48.41
	February 7, 2007	300	\$48.42
	February 7, 2007	100	\$48.43
	February 7, 2007	100	\$48.44
	February 7, 2007	200	\$48.52
	February 7, 2007	1,000	\$48.53
	February 7, 2007	100	\$48.54
	February 7, 2007	100	\$48.58
	February 7, 2007	100	\$48.59

Reporting Person	Date	Number of Shares Purchased <sup>(1)</sup>	Price Per Share
			(excluding commissions)
	February 7, 2007	1,118	\$48.60
	February 7, 2007	900	\$48.61
	February 7, 2007	400	\$48.62
	February 7, 2007	1,800	\$48.63
	February 7, 2007	300	\$48.64
	February 7, 2007	100	\$48.65
	February 7, 2007	200	\$48.66
	February 7, 2007	200	\$48.67
	February 7, 2007	882	\$48.68
	February 7, 2007	300	\$48.69
	February 7, 2007	800	\$48.74
	February 7, 2007	7,300	\$48.75
	February 7, 2007	1,900	\$48.76
	February 7, 2007	2,300	\$48.77
	February 7, 2007	6,833	\$48.78
	February 7, 2007	800	\$48.79
	February 7, 2007	600	\$48.80
	February 7, 2007	6,000	\$48.81
	February 7, 2007	4,600	\$48.82
	February 7, 2007	1,400	\$48.83
	February 7, 2007	1,500	\$48.84
	February 7, 2007	800	\$48.85
	February 7, 2007	3,500	\$48.86
	February 7, 2007	100	\$48.88
	February 7, 2007	1,200	\$48.89
	February 7, 2007	1,900	\$48.90
	February 7, 2007	1,300	\$48.91
	February 7, 2007	200	\$48.92
	February 7, 2007	2,900	\$48.95
	February 7, 2007	200	\$48.96
	February 7, 2007	1,400	\$48.97
	February 7, 2007	300	\$48.98



Reporting Person	Date	Price Per Share	
		Number of Shares	(excluding commissions)
	February 7, 2007	300	\$48.99
	February 7, 2007	200	\$49.00
	February 7, 2007	100	\$49.05
	February 7, 2007	1,094	\$49.08
	February 7, 2007	100	\$49.14
	February 7, 2007	100	\$49.16
	February 7, 2007	700	\$49.21
	February 7, 2007	1,200	\$49.23
	February 7, 2007	3,600	\$49.24
	February 7, 2007	1,400	\$49.25
	February 7, 2007	100	\$49.26
	February 7, 2007	300	\$49.27
	February 7, 2007	600	\$49.28
	February 7, 2007	2,700	\$49.29
	February 7, 2007	2,300	\$49.30
	February 7, 2007	100	\$49.34
	February 7, 2007	100	\$49.36
	February 7, 2007	500	\$49.37
	February 7, 2007	200	\$49.38
	February 7, 2007	173	\$49.41
	February 7, 2007	500	\$49.42
	February 8, 2007	100	\$48.61
	February 8, 2007	100	\$48.63
	February 8, 2007	100	\$48.67
	February 8, 2007	100	\$48.71
	February 8, 2007	200	\$48.74
	February 8, 2007	300	\$48.75
	February 8, 2007	100	\$48.76
	February 8, 2007	100	\$48.77
	February 8, 2007	100	\$48.80
	February 8, 2007	300	\$48.81
	February 8, 2007	200	\$48.82

Reporting Person	Date	Price Per Share	
		Number of Shares	(excluding commissions)
	February 8, 2007	200	\$48.84
	February 8, 2007	100	\$48.85
	February 8, 2007	200	\$48.86
	February 8, 2007	200	\$48.88
	February 8, 2007	200	\$48.89
	February 8, 2007	300	\$48.90
	February 8, 2007	600	\$48.91
	February 8, 2007	100	\$48.92
	February 8, 2007	100	\$48.93
	February 8, 2007	400	\$48.94
	February 8, 2007	500	\$48.95
	February 8, 2007	800	\$48.96
	February 8, 2007	100	\$48.97
	February 8, 2007	100	\$48.99
	February 8, 2007	2,000	\$49.00
	February 8, 2007	100	\$49.03
	February 8, 2007	200	\$49.06
	February 8, 2007	200	\$49.07
	February 8, 2007	300	\$49.08
	February 8, 2007	100	\$49.11
	February 8, 2007	200	\$49.12
	February 8, 2007	4,000	\$49.14
	February 8, 2007	300	\$49.15
	February 8, 2007	100	\$49.16
	February 8, 2007	300	\$49.17
	February 8, 2007	600	\$49.18
	February 8, 2007	500	\$49.19
	February 8, 2007	1,900	\$49.20
	February 8, 2007	2,100	\$49.21
	February 8, 2007	300	\$49.22
	February 8, 2007	300	\$49.23
	February 8, 2007	600	\$49.24

Reporting Person	Date	Price Per Share	
		Number of Shares	(excluding commissions)
	February 8, 2007	100	\$49.25
	February 8, 2007	800	\$49.26
	February 8, 2007	400	\$49.27
	February 8, 2007	300	\$49.28
	February 8, 2007	700	\$49.29
	February 8, 2007	400	\$49.30
	February 8, 2007	700	\$49.31
	February 8, 2007	400	\$49.32
	February 8, 2007	2,000	\$49.33
	February 8, 2007	2,100	\$49.34
	February 8, 2007	1,100	\$49.35
	February 8, 2007	600	\$49.36
	February 8, 2007	200	\$49.37
	February 8, 2007	600	\$49.38
	February 8, 2007	3,000	\$49.39
	February 8, 2007	300	\$49.40
	February 8, 2007	400	\$49.41
	February 8, 2007	400	\$49.42
	February 8, 2007	1,700	\$49.43
	February 8, 2007	200	\$49.44
	February 8, 2007	400	\$49.45
	February 8, 2007	900	\$49.46
	February 8, 2007	600	\$49.47
	February 8, 2007	200	\$49.48
	February 8, 2007	400	\$49.50
	February 8, 2007	200	\$49.51
	February 8, 2007	1,400	\$49.53
	February 8, 2007	400	\$49.54
	February 8, 2007	1,700	\$49.55
	February 8, 2007	600	\$49.56
	February 8, 2007	300	\$49.57
	February 8, 2007	200	\$49.58

Reporting Person	Date	Number of Shares Purchased <sup>(1)</sup>	Price Per Share
			(excluding commissions)
	February 8, 2007	300	\$49.59
	February 8, 2007	100	\$49.63
	February 8, 2007	100	\$49.64
	February 8, 2007	100	\$49.66
	February 8, 2007	500	\$49.67
	February 8, 2007	800	\$49.68
	February 8, 2007	800	\$49.70
	February 8, 2007	200	\$49.71
	February 8, 2007	400	\$49.72
	February 8, 2007	800	\$49.73
	February 8, 2007	400	\$49.74
	February 8, 2007	300	\$49.75
	February 8, 2007	300	\$49.76
	February 8, 2007	1,200	\$49.78
	February 8, 2007	100	\$49.79
	February 8, 2007	100	\$49.84
	February 8, 2007	1,900	\$49.85
	February 8, 2007	200	\$49.86
	February 8, 2007	100	\$49.87
	February 8, 2007	1,100	\$49.88
	February 8, 2007	3,500	\$49.90
	February 8, 2007	1,100	\$49.91
	February 8, 2007	2,000	\$49.92
	February 8, 2007	21,500	\$49.93
	February 8, 2007	1,000	\$49.94
	February 8, 2007	500	\$49.95
	February 8, 2007	600	\$49.96
	February 8, 2007	3,000	\$49.97
	February 8, 2007	3,600	\$50.00
	<b>Total</b>	<b>200,000</b>	

(1) All purchases were effected on the New York Stock Exchange.

**SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 15, 2007

/s/ M. Rudolph West  
M. Rudolph West  
Attorney-in-fact pursuant to a power of attorney filed as an exhibit  
hereto.

Page 12 of 13 Pages

**EXHIBIT INDEX**

Exhibit 1 Power of Attorney for Bruce C. Gottwald (previously filed with Amendment No. 1 to this Schedule 13D).

Page 13 of 13 Pages