

Meadows-Smith Marcus C
 Form 4
 February 02, 2006

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

OMB APPROVAL

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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 *
 Meadows-Smith Marcus C

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)
 199 BENSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP, Crop Protection

MIDDLEBURY, CT 06749

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,500 | I | Restricted Stock Account |
| Common Stock | | | | | 15,190 | I | Restricted Stock Account |
| Common Stock | 01/31/2006 | | J ⁽¹⁾ | 5,800 A | \$ 5,800 12.46 | I | Restricted Stock Account: Merger Integration Grants |

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| | | | |
|--------------|-------|---|---------------------------|
| Common Stock | 1,187 | I | Savings Plan (401k) Trust |
| Common Stock | 2,447 | I | Supplemental Savings Plan |

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

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| ISO Stock Option (Right to Buy) | \$ 8.1562 | | | | | 10/31/2001 | 10/31/2010 | Common Stock | 2,500 |
| ISO Stock Option (Right to Buy) | \$ 8.3437 | | | | | 10/19/2000 | 10/19/2009 | Common Stock | 500 |
| ISO Stock Option (Right to Buy) | \$ 16.875 | | | | | 10/16/1997 | 10/15/2006 | Common Stock | 500 |
| NQ Stock Option (Right to Buy) | \$ 5.85 | | | | | 10/20/2004 | 11/19/2013 | Common Stock | 3,000 |
| NQ Stock Option | \$ 7.25 | | | | | 10/22/2003 | 11/21/2012 | Common Stock | 3,000 |

| | | | | | | | | | |
|--------------------------------|----------|------------|--|--------------|--------|------------|------------|--------------|--------|
| (Right to Buy) | | | | | | | | | |
| NQ Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2002 | 11/22/2011 | Common Stock | 2,500 |
| NQ Stock Option (Right to Buy) | \$ 11.24 | | | | | 11/23/2005 | 12/22/2014 | Common Stock | 35,000 |
| NQ Stock Option (Right to Buy) | \$ 12.92 | | | | | 02/23/2006 | 03/22/2015 | Common Stock | 45,000 |
| NQ Stock Option (Right to Buy) | \$ 12.46 | 01/31/2006 | | <u>J</u> (2) | 17,400 | 01/31/2007 | 02/29/2016 | Common Stock | 17,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Meadows-Smith Marcus C 199 BENSON ROAD MIDDLEBURY, CT 06749 | | | Executive VP, Crop Protection | |

Signatures

Marcus Meadows-Smith 02/02/2006
 **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).
- (2) Non-qualified stock options vest as follows: one-third on January 31, 2007; one-third on January 31, 2008; and one-third on January 31, 2009.
- (1) Restricted stock vests as follows: one-half on January 31, 2007; one-half on January 31, 2008.

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.