GOTTWALD JOHN D

Form 4 January 03, 2006

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * GOTTWALD JOHN D

(First)

(State)

1100 BOULDERS PARKWAY

2. Issuer Name and Ticker or Trading Symbol

ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction (Month/Day/Year) 12/21/2005

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, VA 23225

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Transaction(s)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Instr. 4)

Code V Amount (D) Price G 656 D \$0 478,175 D

(A)

or

12/21/2005 Stock

Common Stock

Common

913,605 I reporting person is a limited partner & general partner.*

Held by Westham Partners, L.P.,

Common Stock	500,000	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.*
Common Stock	22,843	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89* (1)
Common Stock	23,148	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89* (1)
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	22,843	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* (1)
Common Stock	23,148	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* (1)
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	22,755	I	Held by WM

			Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* (1)
Common Stock	23,060	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* (1)
Common Stock	4,424	I	Held by WM Gottwald trustee fbo Charles Houston Gottwald u/a dtd 10/18/89*
Common Stock	25,100	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* (1)
Common Stock	25,386	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* (1)
	25,691	I	

Common Stock			Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* (1)
Common Stock	85,855	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91* (4)
Common Stock	88,725	I	Held by me and James T. Gottwald, trustees fbo reporting person's children* (4)
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* (4)
Common Stock	26,760	I	Held as trustee WM Gottwald Jr.'s Crummey Trust u/a dtd 1/3/89* (2)
Common Stock	27,065	I	Held as trustee WM Gottwald Jr.'s Crummey

			Trust u/a dtd 1/3/89* (2)
Common Stock	26,760	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89* (2)
Common Stock	27,065	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89* (2)
Common Stock	5,374	I	Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87
Reminder: Report on a separate line for each class of securities beneficially	owned directly or indirectly.		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Da	ite Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumb	er Expir	ration D	ate	Amo	unt of	Derivative
Security	or Exercise		any	Code	of	(Mon	nth/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	B) Deriv	ative			Secur	rities	(Instr. 5)
	Derivative				Secur	ities			(Instr	. 3 and 4)	
	Security				Acqui	ired					
					(A) or	r					
					Dispo	sed					
					of (D))					
					(Instr.	. 3,					
					4, and	15)					
										Amount	
										Amount	
						Date		Expiration	Title	Or	
						Exerc	cisable	Date	Title	Number of	
				Codo	V (A)	(D)					
				Code	V (A)	(D)				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 01/03/2006

**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) 16,975 shares held of record by Westham Partners, L.P.*
- (2) 18,900 held of record 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.* All shares held of record 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.*
- (3) 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.
- (4) All shares held of record by Westham Partners, L.P.

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