

GOTTWALD WILLIAM M
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *
GOTTWALD WILLIAM M

(Last) (First) (Middle)
330 SOUTH FOURTH STREET
(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/16/2006 | | M | | 15,000 | A | \$ 0 ⁽⁸⁾ |
| Common Stock | 02/16/2006 | | F | | 4,830 | D | \$ 43.05 |
| Common Stock | | | | | 37,170 | I | |

Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83.
(2)

Edgar Filing: GOTTWALD WILLIAM M - Form 4

| | | | |
|--------------|--------|---|---|
| Common Stock | 27,065 | I | Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽³⁾ |
| Common Stock | 70,481 | I | Shares held by William M. Gottwald, Jr. ⁽¹⁰⁾ |
| Common Stock | 16,660 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽¹¹⁾ |
| Common Stock | 27,065 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽³⁾ |
| Common Stock | 96,119 | I | Shares held by Elizabeth I. Gottwald. ⁽¹⁰⁾ |
| Common Stock | 27,845 | I | Shares held in trust fbo reporting person's children u/a dtd 8/16/90. |
| Common Stock | 86,170 | I | Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. ⁽¹²⁾ |
| Common Stock | 5,374 | I | Shares held as Trustee fbo Samuel |

Edgar Filing: GOTTWALD WILLIAM M - Form 4

| | | | |
|--------------|--------|---|--|
| Common Stock | 23,148 | I | S. Gottwald u/a dtd 12/21/87. Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. ⁽⁴⁾ |
| Common Stock | 3,226 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 10/20/87. |
| Common Stock | 5,374 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 12/21/87. |
| Common Stock | 23,148 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. ⁽⁴⁾ |
| Common Stock | 9,147 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. |
| Common Stock | 13,225 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. |
| Common Stock | 23,060 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. ⁽⁴⁾ |

Edgar Filing: GOTTWALD WILLIAM M - Form 4

| | | | |
|--------------|------------------------|---|--|
| Common Stock | 4,424 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 10/18/89. |
| Common Stock | 25,691 | I | Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. ⁽⁴⁾ |
| Common Stock | 8,947 | I | Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89. |
| Common Stock | 844,725 ⁽⁹⁾ | I | Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner. |
| Common Stock | 500,000 | I | Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: GOTTWALD WILLIAM M - Form 4

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Unit | (6) | 02/16/2006 | | A | 30,000 | (7) (7) | Common Stock | 30,000 |
| Performance Unit | (6) | 02/16/2006 | | M | 15,000 | (7) (7) | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD WILLIAM M 330 SOUTH FOURTH STREET RICHMOND, VA 23219 | X | | Chairman of the Board | |

Signatures

Nicole C. Daniel, attorney
in fact
02/20/2006
**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 208,513 shares received as a distribution from Westham Partners, L.P.
- (2) 27,877 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (3) 14,175 held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
- (4) 12,731 shares held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
- (5) Additional Indirect Holdings: 3763 shares held by Trustee under Albemarle Savings Plan; 15,446 shares held by spouse; 9,526 shares held by Trustee fbo James M. Gottwald u/a dtd 12/1/81; 8,947 shares held by Trustee fbo James M. Gottwald u/a dtd 1/3/89; 5,486 shares held by Trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.
- (6) Performance Units convert 1 for 1.
- (7) Performance Units issued pursuant to 2003 Incentive Plan. Units vest over two year period -- 50% payable in 2006 and 50% payable in 2007.
- (8) Transaction has no purchase or sale price.
- (9) Decrease in shares reflect distribution from Westham Partners, L.P.

Edgar Filing: GOTTWALD WILLIAM M - Form 4

- (10) Increase in shares represents distribution by Westham Partners, L.P.
- (11) 12,435 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (12) 64,717 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.