

GOTTWALD WILLIAM M
 Form 4
 May 15, 2009

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

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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 *
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)
05/13/2009

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)
 Vice 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)
Common Stock	05/13/2009		A	(A) or (D) V Amount Price 1,117 \$ (2) (3) 25.35	2,896,977	D	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83.
Common Stock					56,120	I	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83.
Common Stock					44,865	I	Shares held in trust fbo William M. Gottwald,

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Common Stock	85,745	I	Jr. u/a dtd 1/3/89. Shares held by William M. Gottwald, Jr.
Common Stock	25,153	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85.
Common Stock	44,865	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89.
Common Stock	116,714	I	Shares held by Elizabeth I. Gottwald.
Common Stock	55,690	I	Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock	130,100	I	Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91.
Common Stock	10,748	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87.
Common Stock	37,975	I	Shares held as Trustee fbo Samuel

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Common Stock	45,254	I	S. Gottwald u/a dtd 1/3/89. Shares held as Trustee fbo Margaret Addison Gottwald u/a dtd 3/9/92.
Common Stock	6,452	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	11,414	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	37,975	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	18,294	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock	26,450	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
	38,417	I	

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Common Stock						Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock	10,423				I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 10/18/89.
Common Stock	17,894				I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock	30,892				I	Held By Spouse ⁽¹⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Nicole C. Daniel, Attorney
in Fact 05/15/2009

__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).

Additional Indirect Holdings: 8,559.0924 - shares held by Trustee under Albemarle Savings Plan; 19,052 shares held as co-trustee fbo

(1) James M. Gottwald u/a dtd 12/1/81; 17,894 shares held as co-trustee fbo James M. Gottwald u/a/ dtd 1/03/89; 10,972 shares held as co-trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.

(2) Restricted Stock to vest on May 12, 2010, date of annual meeting.

(3) Shares represent 2009 installment of non-employee director's stock compensation pursuant to Non-Employee Director Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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