Martin Scott A.

Form 3 March 05, 2012						
FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington D.C. 20540					OMB APPROVAL	
	Washington, D.C. 20549			OMB Number:	3235-0104	
INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF			IP OF	Expires:	January 31, 2005	
Section 17(a) of	SECURI nt to Section 16(a) of the f the Public Utility Holdi 30(h) of the Investment C	Securities E ng Company	y Act of 193		Estimated a burden hou response	average
(Print or Type Responses)						
1. Name and Address of Reporting Person <u>*</u> Martin Scott A.	2. Date of Event Requiring Statement (Month/Day/Year)		ne and Ticker o RLE CORP		nbol	
(Last) (First) (Middle)	03/01/2012	4. Relationsh Person(s) to I	ip of Reporting		Amendment, D Month/Day/Yea	-
ALBEMARLE CORPORATION, 451 FLORIDA STREET		(Check	all applicable)		Wionul Day 102	")
(Street)	(give title below) (specify below) Vice Precident Fine Chemistry				ividual or Join (Check Applica orm filed by On	ble Line)
BATON ROUGE, LA 70801					orm filed by Mon ting Person	re than One
(City) (State) (Zip)	Table I - N	I - Non-Derivative Securities Beneficially Owned				l
1.Title of Security (Instr. 4)	2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Ownership (Instr. 5)	Indirect Benef	īcial
Common Stock	2,774		D	Â		
Common Stock	254		Ι	Albemarle	e Savings Pl	an
Reminder: Report on a separate line for owned directly or indirectly.	each class of securities benefic	^{ially} S	SEC 1473 (7-02	2)		
Persons who re	spond to the collection of					

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership

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	(Instr. 4)			Price of	Derivative	(Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Performance Unit	(1)	03/11/2020	Common Stock	2,350	\$ 0 <u>(2)</u>	D	Â
Non-Qualified Stock Option	(3)	03/31/2019	Common Stock	18,000	\$ 22.45	D	Â
Non-Qualified Stock Option	(4)	03/11/2020	Common Stock	4,000	\$ 41.94	D	Â
Non-Qualified Stock Option	(5)	01/30/2021	Common Stock	4,400	\$ 56.16	D	Â
Non-Qualified Stock Option	(6)	02/24/2022	Common Stock	6,900	\$ 66.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Martin Scott A. ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	Â	Â	Vice President, Fine Chemistry	Â			
Signatures							
/s/ Karen G. Narwold, attorney in fact	(03/05/2012					
**Signature of Reporting Person		Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Performance Units issued on 3/12/2010. Total of 4,700 Performance Units granted by Compensation Committee upon achievement of superior level of performance objectives. Performance Units vest over a 2 year period -- 50% vested on 2/24/2012 and 50% to vest on 1/1/2013.

- (2) Transaction has no purchase or sale price.
- (3) Stock Option granted on 4/01/2009 and will cliff vest on 4/01/2012.
- (4) Stock Option granted on 3/12/2010. Stock Option is to vest in 3 equal installments over 3 years: 1/3 vested on 3/12/2011, but not exercised; 1/3 to vest on 3/12/2012; 1/3 to vest on 3/12/2013.
- (5) Stock Option granted on $\frac{1}{31}/2011$. Stock Option is to vest in 3 equal installments over 3 years: $\frac{1}{3}$ vested on $\frac{1}{31}/2012$, but not exercised; $\frac{1}{3}$ to vest on $\frac{1}{31}/2013$; $\frac{1}{3}$ to vest on $\frac{3}{12}/2014$.

(6) Stock Option granted on 2/24/2012. Stock Option is to vest in 3 equal installments over 3 years: 2/24/2013, 2/24/2014, and 2/24/2015.

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.