

Gardner Ronald Roy
 Form 4
 January 03, 2013

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 *
 Gardner Ronald Roy

(Last) (First) (Middle)

ALBEMARLE CORPORATION, 451 FLORIDA STREET

(Street)

BATON ROUGE, LA 70801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2013

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 President

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 (D) Price			
Common Stock					2,233 ⁽¹⁾	I	Albermarle Savings Plan
Common Stock	01/01/2013		M	6,500 A \$ 0 ⁽²⁾	6,500	D	
Common Stock	01/01/2013		F	2,175 ⁽³⁾ D \$ 62.12	4,325	D	

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

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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. Amount or Number of Shares
Performance Unit ⁽⁴⁾	⁽⁴⁾	01/01/2013		M	6,500	⁽⁵⁾ ⁽⁶⁾	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gardner Ronald Roy ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801			Vice President	

Signatures

/s/ Karen G. Narwold,
Attorney-in-fact

01/03/2013

__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) Portion of share increase due to periodic purchases by Albemarle Savings Plan trustee.
- (2) Transaction has no purchase or share price.
- (3) 6,500 Performance Units vested on 1/1/2013. 2,175 shares withheld to meet tax liabilities associated with such vested shares.
- (4) Each Performance Unit converts to 1 share of Common Stock.
- (5) Performance Units issued on 3/12/2010. Total of 13,000 Performance Units granted by Compensation Committee upon achievement of superior level of performance objectives Performance Units vested over a 2 year period. 50% vested on 2/24/2012 and 50% vested on 1/1/2013.
- (6) No expiration date.

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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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