

GOTTWALD WILLIAM M  
 Form 4  
 February 06, 2008

**FORM 4**

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

OMB APPROVAL

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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)  
 02/05/2008

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	02/05/2007		M		45,000	A	\$ 0 (1)
Common Stock	02/05/2008		F		16,372	D	\$ 37.1
Common Stock					63,623	I	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. (4)
					48,680	I	

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Common Stock				Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. <sup>(5)</sup>
Common Stock	96,511	I		Shares held by William M. Gottwald, Jr. <sup>(6)</sup>
Common Stock	28,516	I		Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. <sup>(9)</sup>
Common Stock	48,680	I		Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. <sup>(5)</sup>
Common Stock	131,617	I		Shares held by Elizabeth I. Gottwald. <sup>(7)</sup>
Common Stock	55,690	I		Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock	147,493	I		Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. <sup>(8)</sup>
Common Stock	10,748	I		Shares held as Trustee fbo Samuel S. Gottwald

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Common Stock	41,402	I	u/a dtd 12/21/87. Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. <u>(10)</u>
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	41,402	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87. <u>(10)</u>
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.
Common Stock	41,226	I	Shares held as Trustee fbo Charles

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Common Stock	9,514	I	Houston Gottwald u/a dtd 9/5/89. <sup>(10)</sup> Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock	47,154	I	Shares held as Trustee fbo Margaret Addison Gottwald u/a dtd 3/9/92. <sup>(10)</sup>
Common Stock	17,894	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock	731,213	I	Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner.
Common Stock	1,000,000	I	Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. <sup>(11)</sup>

Common Stock 30,892 I Held by Spouse

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Unit	(2)	02/05/2008		A	90,000	(3) (3)	Common Stock	90,000
Performance Unit	(2)	02/05/2008		M	45,000	(3) (3)	Common Stock	45,000

## Reporting Owners

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

## Signatures

Nicole C. Daniel, Attorney in Fact 02/06/2008

\*\*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) Transaction has no purchase or sale price.
- (2) Performance Units convert 1 for 1.
- (3) Performance Units issued pursuant to 2003 Incentive Plan. Units vested over two year period -- 50% payable in 2008 and 50% payable in 2009.

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- (4) Includes 32,175 shares held of record by Westham Partners, L.P.
- (5) 16,360 held of record by Westham Partners, L.P.
- (6) Includes 48,808 shares held by Westham Partners, L.P.
- (7) Includes 66,562 shares held by Westham Partners, L.P.
- (8) 74,591 shares held of record by Westham Partners, L.P.
- (9) 14,421 shares held of record by Westham Partners, L.P.
- (10) 14,694 shares held of record by Westham Partners, L.P.

Additional Indirect Holdings: 8,406 shares held by Trustee under Albemarle Savings Plan; 19,052 shares held as co-trustee fbo James M. Gottwald u/a dtd 12/1/81; 17,894 shares held as co-trustee fbo James M. Gottwald u/a dtd 1/3/89; 10,972 shares held as co-trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.

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