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CROMPTON CORP  
Form 8-K  
July 21, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

-----  
July 21, 2004 (July 21, 2004)

-----  
Date of Report (Date of earliest event reported)

CROMPTON CORPORATION

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware	0-30270	52-2183153
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(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

199 Benson Road, Middlebury, Connecticut	06749
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(Address of Principal Executive Offices)	(Zip Code)

(203) 573-2000

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(Registrant's telephone number, including area code)

N/A

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(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

Crompton Corporation announced on July 21, 2004 that it is planning to offer approximately \$600 million aggregate principal amount of senior fixed rate notes and senior floating rate notes (together, the "Senior Notes"). The Senior Notes will be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, and outside the United States pursuant to Regulation S under the Securities Act. The Senior Notes have not been registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

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(c) Exhibit No. -----	Description -----
99.1	Press Release issued by Crompton Corporation, dated July 21, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROMPTON CORPORATION

By: /s/ Barry J. Shainman

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Name: Barry J. Shainman  
Title: Secretary

Dated: July 21, 2004

EXHIBIT INDEX

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