

ALBEMARLE CORP
 Form 4
 February 11, 2008

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 *
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)
02/08/2008

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)
				(A) or (D)	Price		
Common Stock					2,296,791	D	
Common Stock					56,120	I	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83.
					44,865	I	(1)

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Common Stock				Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽²⁾
Common Stock	85,129	I		Shares held by William M. Gottwald, Jr. ⁽³⁾
Common Stock	25,153	I		Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽⁴⁾
Common Stock	44,865	I		Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽²⁾
Common Stock	116,096	I		Shares held by Elizabeth I. Gottwald. ⁽⁵⁾
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

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				family u/a dtd 12/16/91. <u>(6)</u>
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 S. Gottwald u/a dtd 1/3/89. <u>(7)</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		37,975	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87. <u>(7)</u>
Common Stock		18,294	I	Shares held as Trustee fbo James

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Common Stock						26,450	I	Christian Gottwald u/a dtd 10/20/87. Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock						37,799	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89. ⁽⁷⁾
Common Stock						9,514	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock						43,727	I	Shares held as Trustee fbo Margaret Addison Gottwald u/a dtd 3/9/92. ⁽⁷⁾
Common Stock						17,894	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock	02/08/2008	D	700,000	D	\$ 37.2174	560,708	I	Shares held of record by Westham

Common Stock	02/08/2008		D	1,000,000	D	\$ 37.2174	0	I	Partners, L.P., reporting person general partner & limited partner. ⁽⁸⁾
Common Stock							30,892	I	Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽⁹⁾
Common Stock									Held by Spouse ⁽¹⁰⁾

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

Reporting Owners

Reporting Owner Name / Address

Relationships

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	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 02/11/2008

 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) Includes 24,673 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (2) 12,545 held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (3) Includes 37,427 shares held by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (4) 11,058 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (5) Includes 51,041 shares held by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (6) 57,198 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (7) 11,268 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (8) Price calculated per the terms of an Agreement between Westham Partners, L.P. and Albemarle Corporation. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P. *
- (9) Price calculated per the terms of an Agreement between the Grandfather Trust and Albemarle Corporation.
- (10) 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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