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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ALBEMARLE CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that Albemarle Corporation's 2014 Annual Meeting (the "Meeting") of Shareholders will be held at the Renaissance Baton Rouge Hotel, 7000 Bluebonnet Boulevard, Baton Rouge, Louisiana 70810, on Tuesday, May 13, 2014, at 7:00 a.m., central time, for the following purposes:

1. To elect the ten nominees named in the accompanying Proxy Statement to the Board of Directors to serve for the ensuing year or until their successors are duly elected and qualified;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. To approve the non-binding advisory resolution approving the compensation of our named executive officers; and
4. To conduct any other business which may properly come before the Meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on Monday, March 10, 2014, are entitled to receive notice of and vote at the Meeting.

UNLESS YOU PROVIDE SPECIFIC INSTRUCTIONS AS TO HOW TO VOTE, BROKERS MAY NOT VOTE YOUR SHARES OF COMMON STOCK ON THE ELECTION OF DIRECTORS OR THE NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

To ensure your vote is counted, you are requested to vote your shares promptly, regardless of whether you expect to attend the Meeting. Voting by the Internet or telephone is fast and convenient, and your vote is immediately tabulated. In addition, by using the Internet or telephone, you help reduce the Company's postage and proxy tabulation costs. If you are voting by Internet or telephone, please do not return the enclosed paper ballot. You may also vote by completing, signing, dating and returning the enclosed proxy in the postage-paid envelope provided.

If you are present at the Meeting, you may vote in person even if you already have voted your proxy by Internet, telephone or mail. Seating at the Meeting will be on a first-come, first-served basis.

By Order of the Board of Directors

A handwritten signature in black ink that reads "Karen G. Narwold". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Karen G. Narwold, *Secretary*

March 28, 2014



451 FLORIDA STREET
BATON ROUGE, LOUISIANA 70801
PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD TUESDAY, MAY 13, 2014

This Proxy Statement provides certain information about the accompanying proxy to be used for the Meeting, or at any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual Meeting. The Board of Directors determined the Meeting will take place on Tuesday, May 13, 2014, beginning at 7:00 a.m., central time and will be held at the Renaissance Baton Rouge Hotel, 7000 Bluebonnet Boulevard, Baton Rouge, Louisiana 70810. This Proxy Statement and form of proxy are first being sent to shareholders on or about March 28, 2014.

SOME QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT AND THE MEETING

Q1: Why am I being asked to review this document?

A: The accompanying proxy is solicited on behalf of the Board of Directors of Albemarle Corporation, a Virginia corporation ("Albemarle," the "Company," "we," "us" or "our"). We are providing these proxy materials to you in connection with the Meeting. As a Company shareholder, you are invited to attend the Meeting and are entitled and encouraged to vote on the matters described in this Proxy Statement.

Q2: Who is entitled to vote?

A: You may vote all of the shares of our common stock ("Common Stock") that you owned at the close of business on Monday, March 10, 2014, the record date ("Record Date"). On the Record Date, the Company had 79,537,592 shares of Common Stock outstanding and entitled to vote at the Meeting. Each share of Common Stock you held on the Record Date is entitled to one vote.

Q3: What is a proxy?

A: A proxy is your legal designation of another person to vote the stock you own. If you designate someone as your proxy or proxy holder in a written document, that document also is called a proxy. Mr. Luther C. Kissam IV and Ms. Karen G. Narwold have been designated as proxies or proxy holders for the Meeting. Proxies properly executed and received by our Secretary prior to the Meeting and not revoked will be voted by the proxy holders in accordance with the instructions provided.

Q4: What is a voting instruction form?

A: If you hold your shares of Common Stock in "street name," you are a beneficial owner of those shares and you should receive a "voting instruction form" from your bank, broker or its nominee who is the record holder of those shares. The voting instruction form provides information on how you may instruct your bank, broker or its nominee, as record holder, to vote your shares of Common Stock.

Q5: What proposals will be voted on at the Meeting?

A: There are three proposals to be considered and voted on at the Meeting. Please see the information included in the Proxy Statement relating to these proposals. The proposals to be voted on are as follows:

PROPOSALS

1. To elect the ten nominees named in this Proxy Statement to the Board of Directors of the Company, each to serve a one-year term expiring at the earlier of the 2015 Annual Meeting or upon his or her successor being elected and qualified.
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.
3. To approve the non-binding advisory resolution approving the compensation of our named executive officers.

We will also consider other business that properly comes before the Meeting in accordance with Virginia law and our Bylaws.

Q6: How many shares must be present to hold the Meeting?

A: In order for the Meeting to be conducted, a majority of the outstanding shares of Common Stock as of the Record Date must be present in person or represented by proxy at the Meeting. This is referred to as a quorum. Abstentions, withheld votes and shares held of record by a bank, broker or its nominee (“broker shares”) pursuant to a signed proxy or voting instruction form that are voted on any matter (including an abstention or withheld vote by broker shares) are included in determining the number of shares present. Broker shares that are not voted on any matter will not be included in determining whether a quorum is present.

Q7: What vote is needed to elect Directors?

A: The election of each nominee for Director requires the affirmative vote of the holders of a plurality of the shares of Common Stock voted in the election of Directors. In uncontested elections, any Director who does not receive a majority of the votes cast, which means that the number of shares voted **“FOR”** a Director must exceed the number of shares voted **“AGAINST”** a Director, must tender his or her resignation to the Board of Directors. The Nominating & Governance Committee will make a recommendation to the Board of Directors on whether or not to accept the tendered resignation.

Q8: What vote is needed to ratify the appointment of PricewaterhouseCoopers LLP?

A: The ratification of the appointment of PricewaterhouseCoopers LLP (“PwC”) requires that the votes cast in favor of the ratification exceed the number of votes cast in opposition to the ratification.

Q9: What vote is needed to approve the non-binding resolution approving the compensation of our named executive officers?

A: The approval of the non-binding resolution approving the compensation of our named executive officers requires that the votes cast in favor of the proposal exceed the number of votes cast in opposition to the proposal. Because your vote is advisory, it will not be binding on the Board of Directors or the Company. However, the Board of Directors will review the voting results on this resolution and take them into consideration when making future decisions regarding executive compensation.

Q10: What are the voting recommendations of the Board of Directors?

A: The Board of Directors recommends that shareholders vote **“FOR”** all of the proposed Director nominees, **“FOR”** the ratification of the appointment of PwC, and **“FOR”** the approval of the non-binding advisory resolution approving the compensation of our named executive officers.

Q11: How do I vote?

A: If your shares are registered directly in your name with our transfer agent, Wells Fargo Shareholder Services, you are considered a shareholder of record with respect to those shares. If you are a shareholder of record, you may vote your shares using any of the following proxy voting alternatives:

- *By Internet* at <http://www.ProxyVote.com>. Use the Internet to transmit your proxy instructions and for electronic delivery of information up until 11:59 p.m. eastern time on Monday, May 12, 2014.
- *By Telephone* by dialing 1.800.690.6903. Use any touch tone telephone to transmit your proxy instructions up until 11:59 p.m. eastern time on Monday, May 12, 2014.
- *By Mail*. Complete, sign, date and return the enclosed proxy in the postage-paid envelope provided.
- *In Person* at the Meeting.

Please carefully consider all of the proxy materials before voting your shares as they contain important information necessary to make an informed decision. Whether or not you plan to attend the Meeting, vote by one of the above methods so that we can be assured of having a quorum present at the Meeting and so that your shares may be voted in accordance with your wishes, even if you later decide not to attend the Meeting.

If you hold your shares in “street name” through a bank, broker or other nominee rather than directly in your own name, you are considered the beneficial owner of those shares. If you are a beneficial owner of shares, you should receive a “voting instruction form” from your bank, broker or its nominee that holds those shares. The voting instruction form provides information on how you may instruct your bank, broker or its nominee, as record holder, to vote your shares of Common Stock.

If you attend the Meeting, you may also submit your vote in person, and any votes that you previously submitted – whether via the Internet, telephone or mail – will be superseded by the vote you cast at the Meeting. If your proxy is properly completed and submitted, whether by the Internet, telephone or mail, and if you do not revoke it prior to the Meeting, your shares will be voted at the Meeting in accordance with the voting instructions that you provide on your proxy card or, if none are provided, then as recommended by our Board of Directors and as set forth in this Proxy Statement. To vote at the Meeting, shareholders that hold shares in “street name” will need to contact the bank, broker or other nominee that holds their shares to obtain a “legal proxy” to bring to the Meeting.

Q12: How will my shares be voted if I sign, date and return my proxy or voting instruction form, but do not provide complete voting instructions with respect to each proposal?

A: Shareholders should specify their choice for each matter on the proxy they submit whether by Internet, telephone, mail or voting instruction form. If no specific instructions are given, it is intended that all proxies that are signed and returned will be voted **“FOR”** the election of all Director nominees, **“FOR”** the ratification of the appointment of PwC and **“FOR”** the approval of

the non-binding advisory resolution approving the compensation of our named executive officers, and, in the discretion of the proxy holders, on any other business proposal which may properly come before the Meeting (the Board of Directors does not presently know of any other such business), with the following two exceptions:

- shares of Common Stock held in our Albemarle Corporation Savings Plan (the “Savings Plan”) for which no direction is provided on a properly executed, returned and unrevoked voting instruction form will be voted proportionately in the same manner as those shares held in our Savings Plan for which timely and valid voting instructions are received with respect to such proposals; and
- shares of Common Stock held in our Savings Plan for which timely and valid voting instructions are not received will be considered to have been designated to be voted by the trustee proportionately in the same manner as those shares held in our Savings Plan for which timely and valid voting instructions are received.

Q13: How will my shares be voted if I do not return my proxy or my voting instruction form?

A: It will depend on how your ownership of shares of Common Stock is registered. If you own your shares as a registered holder, which means that your shares of Common Stock are registered in your name with Wells Fargo, our transfer agent, your shares will only be voted if Wells Fargo receives specific voting instructions from you. Otherwise, your unvoted shares will not be represented at the Meeting and will not count toward the quorum requirement (which is explained under “Questions and Answers Q6 — How many shares must be present to hold the Meeting?” on page 2), unless you attend the Meeting to vote them in person.

If you are a shareholder whose shares of Common Stock are held in “street name,” which means that your shares are registered in the name of your bank, broker or other nominee, your bank, broker or other nominee may or may not vote your shares in its discretion if you have not provided voting instructions to the bank, broker or its nominee. Whether the bank, broker or other nominee may vote your shares depends on the proposals before the Meeting. Under the rules of the New York Stock Exchange (“NYSE”) your broker may vote your shares in its discretion on “routine matters.” Based on the rules of the NYSE, we believe that the ratification of the appointment of PwC as our independent registered public accounting firm is a routine matter for which brokerage firms may vote in their discretion on behalf of their clients if no voting instructions are provided. Therefore, if you are a shareholder whose shares of Common Stock are held in “street name” with a bank, broker or other nominee and you do not return your voting instruction form, your bank, broker or other nominee may vote your shares on the ratification of the appointment of PwC as our independent registered public accounting firm.

The rules of the NYSE, however, do not permit your bank, broker or other nominee to vote your shares on proposals that are not considered “routine.” When a proposal is not a routine matter and your bank, broker or other nominee has not received your voting instructions with respect to that proposal, your bank, broker or other nominee cannot vote your shares on that proposal. This is called a “broker non-vote.” Your bank, broker or other nominee may not vote your shares with respect to (i) the election of the Director nominees or (ii) the non-binding advisory resolution regarding the compensation of our named executive officers in the absence of your specific instructions as to how to vote with respect to each of these matters because, under the rules of the NYSE, these matters are not considered “routine matters.”

Q14: How are abstentions and broker non-votes counted?

A: Abstentions and broker non-votes and, with respect to the election of Directors, withheld votes, will not be included in the vote totals for the election of Directors, ratification of the appointment of PwC or approval of the non-binding advisory resolution approving the compensation of our named executive officers and thus will not affect the outcome of the vote for these proposals.

Q15: What happens if additional matters are presented at the Meeting?

A: Other than the items of business described in this Proxy Statement, we are unaware of any other business to be acted upon at the Meeting. If you grant a proxy, the proxy holders, Luther C. Kissam IV and Karen G. Narwold, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Meeting in accordance with Virginia law and our Bylaws.

Q16: Can I change or revoke my vote?

A: Any shareholder giving a proxy may change or revoke it at any time before it is voted at the Meeting. A proxy can be changed or revoked by:

- delivering a later dated proxy, or written notice of revocation, to our Secretary at the address listed at the top of this Proxy Statement; or
- appearing at the Meeting and voting in person.

If you voted by telephone or over the Internet, you can also revoke your vote by any of these methods or you can change your vote by voting again by telephone or over the Internet. If you decide to vote by completing, signing, dating and returning the enclosed proxy, you should retain a copy of the voter control number found on the proxy in the event that you decide later to change or revoke your proxy by telephone or over the Internet. Your attendance at the Meeting will not by itself revoke a proxy.

If you are a shareholder whose stock is held in "street name" with a bank, broker or other nominee, you must follow the instructions found on the voting instruction form provided by the bank, broker or other nominee, or contact your bank, broker or other nominee in order to change or revoke any voting instructions that you have previously provided on such voting instruction form.

Q17: Where can I find the results of the Meeting?

A: We intend to announce preliminary voting results at the Meeting and publish final results through a Current Report on Form 8-K that we will file with the Securities and Exchange Commission (the "SEC") within four business days of the Meeting.

Q18: Who pays for the solicitation of proxies?

A: We will pay for the cost of the solicitation of proxies. In addition to proxies solicited by mail, proxies may be solicited personally or by telephone by our employees. Alliance Advisors, LLC ("Alliance") has been engaged to assist in the solicitation of proxies from brokers, nominees, fiduciaries and other custodians. We will pay Alliance approximately \$6,000 for its services and reimburse its out-of-pocket expenses for such items as mailing, copying, phone calls, faxes and other related matters and will indemnify Alliance against any losses arising out of Alliance's proxy soliciting services on our behalf.

Q19: How do I communicate with the Board of Directors?

A: Shareholders and other interested persons may communicate with the full Board of Directors, a specified Committee of the Board of Directors or a specified individual member of the Board of Directors in writing by mail addressed to Albemarle Corporation, 451 Florida Street, Baton Rouge, Louisiana 70801, Attention: Chair of the Nominating & Governance Committee or by electronic

mail at governance@albemarle.com. The Chair of the Nominating & Governance Committee and his or her duly authorized agents are responsible for collecting and organizing shareholder communications. Absent a conflict of interest, the Chair of the Nominating & Governance Committee is responsible for evaluating the materiality of each shareholder communication and determining whether further distribution is appropriate, and, if so, whether to (i) the full Board of Directors, (ii) one or more Committee members, (iii) one or more Board members and/or (iv) other individuals or entities.

Q20: How will the Meeting be conducted?

A: The chairperson of the Meeting (as determined in accordance with our Bylaws) will preside over the Meeting and make any and all determinations regarding the conduct of the Meeting. Please note that seating is limited and will be available on a first-come, first-served basis. Cameras, recording devices and other electronic devices are not permitted at the Meeting. No items will be allowed into the Meeting that might pose a concern for the safety of those attending. Additionally, to attend the Meeting you will need to bring identification and proof sufficient to us that you were a shareholder of record as of the Record Date or that you are a duly authorized representative of a shareholder of record as of the Record Date.

Important Notice Regarding the Availability of Proxy Materials for the Meeting to Be Held on Tuesday, May 13, 2014.

The Proxy Statement and our Annual Report on Form 10-K (the “2013 Annual Report”) are both available free of charge at our website at www.albemarle.com (See Investors/Financials/Annual Reports). Additionally, a copy of the 2013 Annual Report is enclosed for your reference. The 2013 Annual Report is not incorporated by reference into this Proxy Statement and shall not be considered a part of this Proxy Statement or soliciting materials, unless otherwise specifically stated herein. Upon request, **we will provide without charge to each person to whom this Proxy Statement has been delivered, additional copies of the 2013 Annual Report.** Requests should be directed to our Investor Relations department as described below:

Albemarle Corporation
451 Florida Street
Baton Rouge, Louisiana 70801
Attention: Investor Relations
Telephone: 225.388.8011

We make available free of charge through our Internet website www.albemarle.com our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as well as reports on Forms 3, 4 and 5 filed pursuant to Section 16 of the Exchange Act, as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. The information on our Internet website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.

PROPOSAL 1 – ELECTION OF DIRECTORS

General Information

The Board of Directors, upon unanimous recommendation of the Nominating & Governance Committee, unanimously approved the persons named below as nominees for election to the Board of Directors at the Meeting. Each of the nominees: (i) is currently a member of the Board of Directors, (ii) has been nominated for election at the Meeting to hold office until the 2015 Annual Meeting or, if earlier, the election or appointment of his/her respective successor, and (iii) has consented to being named as such and to serve as such if elected. The proxies submitted for the Meeting cannot be voted for more than ten nominees.

Proxies will be voted “**FOR**” the election of the persons named below (or if for any reason such persons are unavailable, for such substitutes as the Board of Directors may designate) as Directors for the ensuing year. The Board of Directors has no reason to believe that any of the nominees will be unavailable. Each nominee who is elected will serve as a Director until his or her successor is elected at our 2015 Annual Meeting or until his or her earlier resignation, replacement or removal.

Each nominee is listed below with information (as of the Record Date) concerning age, principal occupation, employment and directorships during the past five years and positions with the Company, if applicable, and the year in which he or she first became a Director of the Company. Also set forth below is a brief discussion of the specific experience, qualifications, attributes or skills that led to his or her nomination as a Director, in light of the Company’s business and governance structure.

Jim W. Nokes; age 67; Director since 2009; Non-executive Chairman of the Board of Directors since February 2012; retired, having previously served until April 30, 2006, as Executive Vice President of Refining, Marketing, Supply and Transportation of ConocoPhillips, an international, integrated energy company. Other directorship: Tesoro Corporation (independent refiner and marketer of petroleum products). Through Mr. Nokes’ experience at ConocoPhillips, he gained trading and risk management skills and operational experience. In addition, having been an executive of the company during the merger of Phillips Petroleum Co. and Conoco Inc., he gained unique experience in mergers and acquisitions that aids the Board of Directors in evaluating and directing the Company’s future.

William H. Hernandez; age 65; Director since 2011; retired, having previously served as Senior Vice President, Finance, and Chief Financial Officer of PPG Industries, Inc. (“PPG”), a global manufacturer of coatings and specialty products, from 1995 to 2010. Other directorships: Northrop Grumman Corporation (leading global security company), Black Box Corporation (provider of network infrastructure services) and USG Corporation (manufacturer and distributor of building materials). Mr. Hernandez is a former director of Eastman Kodak Company (provider of imaging technology products and services to the photographic and graphic communications markets). Mr. Hernandez brings to the Board of Directors broad experience in corporate finance, risk management, operations, mergers and acquisitions, strategic planning and executive compensation. In particular, Mr. Hernandez is highly qualified in the fields of accounting, internal controls and economics, all of which contribute to effective service on the Board of Directors. Through his service on the board of directors of other public companies, he has gained additional experience in risk management and corporate governance.

Luther C. Kissam IV; age 49; Director since November 2011; Chief Executive Officer of the Company since September 1, 2011; and President and Chief Executive Officer of the Company since May 7, 2013. Mr. Kissam served as our President from March 15, 2010 through March 1,

2012, our Executive Vice President, Manufacturing, Law and HS&E from May 2009 through March 2010, our Senior Vice President, Manufacturing and Law, and Corporate Secretary from January 2008 through May 2009 and our Vice President, General Counsel and Secretary from October 2003 through December 2007. Before joining Albemarle, Mr. Kissam served as Vice President, General Counsel and Secretary of Merisant Co. (manufacturer and marketer of sweetener and consumer food products), having previously served as Assistant General Counsel of Monsanto Company (provider of agricultural products and solutions). Mr. Kissam's knowledge of the Company and its operations is invaluable to the Board of Directors in evaluating and governing the Company's future. Through his prior experience and service to the Company, he has developed extensive knowledge in the areas of leadership, global business, corporate finance, safety, risk oversight, mergers and acquisitions, management and corporate governance, each of which provides great value to the Board of Directors.

Joseph M. Mahady; age 60; Director since February 2012; retired, having previously served as President of Wyeth Pharmaceuticals, Inc., a global manufacturer of pharmaceutical products from January 2008 until Wyeth was acquired by Pfizer Inc. in October 2009. Prior to assuming these responsibilities, he served as Senior Vice President and President – North America and Global Businesses, Wyeth Pharmaceuticals from June 2003 to June 2005, Senior Vice President and President, The Americas and Global Businesses, Wyeth Pharmaceuticals from June 2005 to February 2007 and Senior Vice President and President – Global Business, Wyeth Pharmaceuticals from February 2007 to December 2007. Other directorships: Cortendo AB (specialty pharmaceutical company), Discovery Laboratories, Inc. (specialty biotechnology company) and KV Pharmaceutical Company (specialty pharmaceutical company). Mr. Mahady's experience in leading global commercial operations and creating sustainable opportunities in emerging markets is an excellent resource for our Board. He has significant experience integrating companies following a merger or acquisition and a strong foundation in financial management.

James J. O'Brien; age 59; Director since July 2012; Chairman of the Board and Chief Executive Officer of Ashland Inc. Prior to this position, Mr. O'Brien was President and Chief Operating Officer of Ashland and Senior Vice President and Group Operating Officer of Ashland. He also served as the President of Valvoline from 1995 to 2001. Other directorships: Humana Inc. (a managed health care company), where he serves on the Investment and Audit Committees and Ashland Inc. (global chemical producer). Mr. O'Brien serves as a member of the Dean's Advisory Council for the Fisher Graduate College of Business at The Ohio State University. He is also a member of the Board of Directors of the American Chemistry Council. Mr. O'Brien has extensive knowledge of the chemical industry, and he brings significant management experience and knowledge to the Board in the areas of finance, accounting, international business operations, risk oversight and corporate governance. He also brings significant experience gained from service on the board of directors of other public companies.

Barry W. Perry; age 67; Director since 2010; retired, having previously served as Chairman and Chief Executive Officer of Engelhard Corporation, a surface and materials science company, from January 2001 to June 2006, prior to which he held various management positions since joining the company in 1993. Other directorships: Arrow Electronics (a global provider of electronics components and enterprise computing solutions) and Ashland, Inc. (global chemical producer). Mr. Perry retired from the board of Cookson Group PLC (a leading materials science company operating on a global basis in the ceramics, electronics and precious metals markets) in 2011. Mr. Perry's experience in senior leadership as Chairman and Chief Executive Officer of Engelhard Corporation uniquely positions Mr. Perry to serve on the Board of Directors. Mr. Perry also has over forty years of experience in the plastics/chemical industry. In addition, through his service on the board of directors of other publicly-traded companies, he has developed extensive knowledge in the areas of management, risk oversight and corporate governance.

John Sherman Jr.; age 68; Director since 2003; retired, having previously served as Vice Chairman of Scott & Stringfellow, Inc., a regional brokerage firm, from 2003 through 2006 and as President and Chief Executive Officer of Scott & Stringfellow, Inc. prior thereto. Through his experience as President and Chief Executive Officer of Scott & Stringfellow, Inc., and prior service on the boards of Trigon, Anthem and Blue Healthcare Bank, Mr. Sherman brings to the board valuable financial expertise, leadership skills and strategic planning abilities. He also provides extensive risk management knowledge. Mr. Sherman served as Lead Independent Director from April 2010-February 2012.

Gerald A. Steiner; age 53; Director since 2013; retired, having previously served as Executive Vice President, Sustainability and Corporate Affairs of Monsanto Company. He is the Chair of the Food and Agriculture Section of the Biotechnology Industry Organization. Mr. Steiner is a past chair of the CropLife International Plant Biotechnology Strategy Council and an Executive Committee member of the Council for Biotechnology Information. Mr. Steiner is the Chairman of The Keystone Center and has been a director since 2004. He is also a founder and board member of the Global Harvest Initiative, a public-private initiative whose mission is to sustainably double agricultural production by 2050 and co-founder of Field to Market, an agricultural sustainability organization. Mr. Steiner brings to the board extensive experience, with particular focus on government affairs, global business, strategy and the agricultural industry.

Harriett Tee Taggart age 65; Director since 2007; consultant, having previously served until December 2006 as a Partner of Wellington Management LLC, an investment management firm. Ms. Taggart was global sector equity portfolio manager and global industry analyst for the chemicals and related industries at Wellington Management LLC. Other directorships: The Hanover Insurance Group, Inc. (property and casualty insurance company) and a trustee of the Eaton Vance Mutual Fund Complex (a fund complex comprised of 186 funds). Ms. Taggart's global experience as a senior investment professional and manager and her expertise in fundamental analysis, evaluation of business strategies, financial statements and future prospects is invaluable to the Board of Directors. Her prior service on the board of The Lubrizol Corporation (specialty chemical producers) and her experience at Wellington Management LLC have given her valuable financial expertise for service on our Board of Directors. In addition, having served on the boards of several publicly-traded companies, she has gained experience in risk oversight, executive compensation and corporate governance matters.

Anne Marie Whittemore; age 67; Director since 1996; Partner at McGuireWoods LLP, a law firm. Other directorships: Owens & Minor, Inc. (distributor of medical and surgical supplies and a healthcare supply chain management company) and T. Rowe Price Group, Inc. (global investment management firm). Ms. Whittemore brings to the Board of Directors 20 years of experience serving on the board of directors of several publicly-traded companies. Through her service on the compensation, corporate governance and audit committees of these companies, she has developed extensive knowledge in the areas of executive compensation, corporate governance and risk management. In addition, as a lawyer, she has gained extensive experience advising clients on corporate governance matters.

Election of each Director requires the affirmative vote of a plurality of the votes cast by the holders of shares represented at the Meeting and entitled to vote. In uncontested elections, any Director who does not receive a majority of the votes cast, which means that the number of shares voted **"FOR"** a Director must exceed the number of shares voted **"AGAINST"** a Director, must tender his or her resignation to the Board of Directors. The Nominating & Governance Committee will make a recommendation to the Board of Directors on whether or not to accept the tendered resignation.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" ALL OF THE FOREGOING NOMINEES.

GOVERNANCE MATTERS

Our Board of Directors and management periodically review our Corporate Governance Guidelines and other corporate governance policies, principles and procedures, to determine whether they should be revised to address recent changes in regulatory requirements and evolving governance practices.

Our Corporate Governance Guidelines, including Director independence standards, our Code of Business Conduct and the charters of our Audit & Finance, Executive Compensation, Nominating & Governance and Health, Safety & Environment Committees are available on our Internet website at www.albemarle.com (See **Investors/Corporate Governance**) and are available in print to any shareholder upon request by contacting our Investor Relations department.

Director Independence

The Board of Directors has determined that Messrs. Hernandez, Mahady, Nokes, O'Brien, Perry, Sherman and Steiner, and Mmes. Taggart and Whittemore are "independent" Directors within the NYSE listing standards and the independence standards of our Corporate Governance Guidelines.

In order for a Director to be considered "independent" by the Board of Directors, he or she must (i) be free of any relationship that, applying the rules of the NYSE, would preclude a finding of independence, and (ii) not have any material relationship (either directly or as a partner, shareholder or officer of an organization) with us or any of our affiliates or any of our executive officers or any of our affiliates' executive officers. In evaluating the materiality of any such relationship, the Board of Directors takes into consideration whether disclosure of the relationship would be required by the proxy rules under the Exchange Act. If disclosure of the relationship is required, the Board of Directors must make a determination that the relationship is not material as a prerequisite to finding that the Director is "independent."

Board Meetings

The Board of Directors meets on a regularly scheduled basis during the year to review significant developments affecting us and to act on matters requiring Board of Directors' approval, and may hold special meetings between scheduled meetings when appropriate. During 2013, the Board of Directors held seven meetings. Each of the Directors attended over 75% of the aggregate of (i) the total number of meetings of all Committees of the Board of Directors on which the Director then served, and (ii) the total number of meetings of the Board of Directors.

Board Leadership Structure and Role in Risk Oversight

Leadership Structure

The Company currently separates the roles of Chairman of the Board of Directors and Chief Executive Officer ("CEO"). Mr. Nokes serves as our Non-executive Chairman of the Board (the "NEC"). Given our current circumstances and operating strategies, we believe having a separate independent Chairman of the Board of Directors and CEO is the appropriate structure for our shareholders and us. The Company benefits from this structure by drawing on the leadership experience of our NEC, Mr. Nokes, and the strategic vision of our CEO, Mr. Kissam.

As part of our annual corporate governance and succession planning review, the Nominating & Governance Committee and the Board of Directors evaluates our board leadership structure to ensure that the structure in place is appropriate for the Company at the time. The Board of Directors recognizes that there may be circumstances in the future that would lead it to, again, combine the offices of Chairman of the Board of Directors and CEO, which would include electing a Lead Independent Director. Our Corporate Governance Guidelines provide for either structure by including a description of the responsibilities for both an NEC and a Lead Independent Director in Annexes B and A thereof, respectively.

Risk Oversight

Our Board of Directors has primary responsibility for risk oversight, with general oversight delegated to the Audit & Finance Committee. To assist the Board of Directors and the Audit & Finance Committee with that responsibility, management established an Enterprise Risk Management (“ERM”) process that is led by Scott Tozier, Senior Vice President, Chief Financial Officer (“CFO”), and Sandra Rodriguez, Chief Risk and Compliance Officer, and managed by the Company’s ERM Committee, with cross functional representation by senior Company leaders worldwide. The ERM Committee meets quarterly to identify, discuss and assess Company-wide risks and develop action plans to mitigate those risks categorized as having the largest potential financial, reputational and/or health, safety or environmental impacts – all of which are included in an ERM quarterly report. The CFO and Chief Risk and Compliance Officer regularly report to the Audit & Finance Committee, generally highlighting those risks identified as the most significant, reviewing the Company’s methods of risk assessment and risk mitigation strategies, and updating the Audit & Finance Committee on issues the ERM Committee identified as possible emerging risks.

The Audit & Finance Committee reports to the full Board of Directors on, among other matters, risk oversight. Additionally, the Board of Directors receives a copy of the ERM Committee’s quarterly reports and a detailed annual report from the Chief Risk and Compliance Officer in which the Company identifies its risk areas and oversight responsibility. The Board of Directors also engages in periodic discussions with the CFO, Chief Risk and Compliance Officer and other members of the ERM Committee, as appropriate.

While the Audit & Finance Committee is responsible for, among other matters, general ERM, the full Board of Directors and each of the other standing Board Committees considers risks within its area of responsibility. The Board of Directors oversees corporate strategy, business development, capital structure, market exposure and country-specific risks. The Executive Compensation Committee considers human resources risks and potential risks relating to our employee (including executive) compensation programs. See the “Compensation Risk Assessment” on page 49. The Nominating & Governance Committee considers CEO succession planning, intellectual property, legal and governance risks. The Health, Safety & Environment Committee considers the effectiveness of our health, safety and environmental protection programs and initiatives. The Health, Safety & Environment Committee also assists the Board of Directors with oversight of matters related to the enhancement of our global reputation, our corporate social responsibility and the stewardship and sustainability of our products. Each of the Committees regularly reports to the Board of Directors.

We believe the current leadership structure of the Board of Directors supports the risk oversight functions described above by providing independent leadership at the Committee level, with ultimate oversight by the full Board of Directors.

Meetings of Non-Management Directors

Executive sessions of the independent members of the Board of Directors and executive sessions of the non-management members of the Board of Directors were held regularly in conjunction with scheduled meetings of the full Board of Directors during 2013. Mr. Nokes, as NEC, presided at the executive sessions of the non-management Directors held during the year. Shareholders and other interested persons may contact the Chair of the Nominating & Governance Committee or the non-management members of the Board of Directors as a group through the method described in “Questions and Answers Q19 — How do I communicate with the Board of Directors?” on page 5.

Stock Ownership Requirements

Under our policy for stock ownership by non-employee Directors, all non-employee Directors are expected to achieve ownership of Common Stock equal to 5,000 shares (including phantom shares) after five years of service as a Director. All of our non-employee Director nominees with at least five years of service satisfy these stock ownership requirements.

The Company's Insider Trading Policy prohibits, among other things, Directors, officers and employees from hedging or pledging the Company's shares. In addition, to further align our Directors with the interests of our shareholders, our Insider Trading Policy provides for purchases and sales of our stock by Directors only during the 45-day period beginning on the third trading day following an earnings announcement (the day of the announcement constituting the first day) and only after being cleared to trade by our General Counsel, or in accordance with a previously existing Rule 10b5-1 trading plan that meets applicable SEC requirements.

Director Continuing Education

We encourage Directors to attend at least one director continuing education program every three years. Typically, director education programs focus on issues and current trends affecting directors of publicly-held companies. We reimburse our Directors for tuition and expenses associated with attending these programs. In 2013, a majority of our independent Directors attended director continuing education programs.

Attendance at Annual Meeting

We expect all Directors to attend the annual meeting of shareholders each year. All Directors (other than Mr. Steiner who had not yet been elected) attended the 2013 Annual Meeting.

Committees of the Board of Directors; Assignments and Meetings

The Board of Directors maintains the following four standing Committees: Audit & Finance, Executive Compensation, Nominating & Governance and Health Safety & Environment. In addition, the Board of Directors maintains an Executive Committee, composed of Messrs. Nokes and Kissam. During fiscal year 2013, the standing Committees held the following number of meetings: Audit & Finance Committee, eight; Executive Compensation Committee, six; Nominating & Governance Committee, four; and Health Safety & Environment, four. No Director attended fewer than 75% of the meetings of the Committees on which the Director then served. During fiscal year 2013, the Executive Committee did not meet.

Additionally, the Board of Directors determined that all of the members of the standing Committees are (i) "independent" within the meaning of the listing standards of the NYSE and the independence standards of our Corporate Governance Guidelines, (ii) "non-employee directors" (within the meaning of Rule 16b-3 under the Exchange Act), and (iii) "outside directors" (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code")). See "Director Independence" on page 10.

The following table lists our current Directors and their Committee assignments as of the Record Date.

	Audit & Finance Committee	Executive Compensation Committee	Nominating & Governance Committee	Health, Safety & Environment Committee
Management Director				
Luther C. Kissam IV				
Independent Directors				
William H. Hernandez	p		<input type="checkbox"/>	
Joseph M. Mahady		<input type="checkbox"/>		<input type="checkbox"/>
Jim W. Nokes	—	—	—	—
James J. O'Brien		<input type="checkbox"/>		<input type="checkbox"/>
Barry W. Perry		<input type="checkbox"/>		p
John Sherman Jr.	<input type="checkbox"/>	p		
Gerald A. Steiner			<input type="checkbox"/>	<input type="checkbox"/>
Harriett Tee Taggart	<input type="checkbox"/>		<input type="checkbox"/>	
Anne Marie Whittemore	<input type="checkbox"/>		p	

pChair Member —Non-Member Participant

Audit & Finance Committee

The Audit & Finance Committee is a separately designated standing committee in accordance with Section 3(a)(58)(A) of the Exchange Act. The duties of the Audit & Finance Committee are set forth in its charter, which can be found on the Company's website at www.albemarle.com (**See Investors/Corporate Governance/Board of Directors & Committees/Audit and Finance Committee**). The Board of Directors has determined that all Audit & Finance Committee members, as required by SEC regulations and NYSE rules, are financially literate, and at least one member of the Audit & Finance Committee has accounting or related financial management expertise, as interpreted by the Board of Directors. The Board of Directors has also determined that each of Mr. Hernandez, Mr. Sherman and Ms. Taggart is an "audit committee financial expert," as that term is defined in the rules promulgated by the SEC under the Sarbanes-Oxley Act of 2002. Please also see the "Audit & Finance Committee Report" on page 25.

Executive Compensation Committee

The duties of the Executive Compensation Committee are set forth in its charter, which can be found on the Company's website at www.albemarle.com (See **Investors/Corporate Governance/Board of Directors & Committees/Executive Compensation Committee**).

The Executive Compensation Committee's primary role is to develop and oversee the implementation of our philosophy with respect to the compensation of our executive officers and other key employees, including the named executive officers listed in this Proxy Statement. The Executive Compensation Committee has the overall responsibility of evaluating the performance, and determining the compensation, of the CEO and approving the compensation structure for senior management and other key employees.

The Executive Compensation Committee also approves cash incentive awards and initial compensation packages of certain executive-level personnel and may grant stock options, stock appreciation rights ("SARs"), performance units, restricted stock, restricted stock units and cash incentive awards under the Albemarle Corporation 2008 Incentive Plan, as approved by the shareholders in 2008 and as amended (the "2008 Incentive Plan").

The Executive Compensation Committee reviews and approves the performance, compensation and annual performance goals of the CEO with input from all independent Directors and the CEO's self-evaluation. The Executive Compensation Committee approves the compensation of the other named executive officers based upon the evaluation and recommendation of the CEO. The Executive Compensation Committee periodically meets with members of senior management in order to assess progress toward meeting long-term objectives. The Executive Compensation Committee reports regularly to the Board of Directors on matters relating to the Executive Compensation Committee's responsibilities. In addition, the Executive Compensation Committee follows regulatory and legislative developments and considers corporate governance best practices in performing its duties. For additional information with respect to the Executive Compensation Committee, please see "Compensation Discussion and Analysis" beginning on page 27.

In performing its responsibilities with respect to executive compensation decisions, the Compensation Committee receives information and support from the Company's Human Resources Department and has retained Pearl Meyer & Partners ("PM&P") as the Executive Compensation Committee's outside independent compensation consulting firm. PM&P is a nationally recognized executive compensation consultant and the Executive Compensation Committee has retained it to provide information concerning compensation paid by competitors and members of our Peer Group (as discussed and defined below) and to assist in designing executive compensation plans. No member of the Executive Compensation Committee or the management of the Company is, or has been, affiliated with PM&P. For additional information with respect to the Executive Compensation Committee and PM&P, please see "Compensation Discussion and Analysis" beginning on page 27.

Independence of the Executive Compensation Consultant

The Executive Compensation Committee has concluded that its compensation consultant, PM&P, is independent and does not have a conflict of interest in its engagement by the Executive Compensation Committee. In making this conclusion, the Executive Compensation Committee considered the following factors confirmed to the committee by the compensation consultant:

- PM&P provides no other services to the Company; it provides only executive and Director compensation advisory services to the Executive Compensation Committee;
- the ratio of PM&P's fees from the Company to PM&P's total revenue over the last 12 months is less than 1%;

-
- PM&P maintains a conflicts policy to prevent a conflict of interest or any other independence issue;
 - none of the individuals on the PM&P team assigned to the Company has any business or personal relationship with members of the Executive Compensation Committee outside of the engagement;
 - neither the individuals on the PM&P team assigned to the Company, nor to our knowledge, PM&P, has any business or personal relationship with any of our executive officers outside of the engagement; and
 - none of the individuals on the PM&P team assigned to the engagement maintains any direct individual position in our stock.

Executive Compensation Committee Interlocks and Insider Participation

No member of the Executive Compensation Committee was at any time an officer or employee of the Company, nor is any member of the Executive Compensation Committee related to any other member of the Executive Compensation Committee, any other member of the Board of Directors or any executive officer of the Company. No executive officer of the Company served as a director or member of the compensation committee of another entity, one of whose executive officers is a member of the Company's Executive Compensation Committee.

Nominating & Governance Committee

The duties of the Nominating & Governance Committee are set forth in its charter, which can be found on the Company's website at www.albemarle.com (See **Investors/Corporate Governance/Board of Directors & Committees/Nominating and Governance Committee**) .

The Nominating & Governance Committee assists the Board of Directors on all matters relating to the selection, qualification (including determinations of "independence") and compensation of members of the Board of Directors, as well as matters relating to the duties of the members of the Board of Directors and the annual evaluation of the Board of Directors' performance and processes. The Nominating & Governance Committee also assists the Board of Directors with oversight of corporate governance and succession planning for the CEO and other senior executives.

The Nominating & Governance Committee identifies Director candidates through recommendations made by members of the Board of Directors, management, shareholders and others, including professional search firms.

Director Candidate Recommendations and Nominations by Shareholders.

Shareholders should submit any such recommendations to the Nominating & Governance Committee through the method described in "Questions and Answers Q19 — How do I communicate with the Board of Directors?" on page 5. In addition, in accordance with our Bylaws, any shareholder entitled to vote for the election of Directors may nominate persons for election to the Board of Directors if such shareholder complies with the procedures set forth in the Bylaws and summarized in "Shareholder Proposals" on page 66. Copies of the Company's Bylaws are available at no charge in the Company's public filings with the SEC or from the Secretary of the Company.

Nominating & Governance Committee Process for Identifying and Evaluating Director Candidates.

The Nominating & Governance Committee identifies and evaluates all Director candidates in accordance with the Director qualification standards described in the Corporate Governance Guidelines. The Board of Directors as a whole is constituted to be strong in its diversity and collective knowledge of

accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance, and global markets. The Nominating & Governance Committee reviews its effectiveness in balancing these considerations through ongoing consideration of Directors and nominees, as well as the Nominating & Governance Committee's annual self-evaluation process.

The Nominating & Governance Committee evaluates a candidate's qualifications to serve as a member of the Board of Directors based on the background and expertise of individual members of the Board of Directors as well as the background and expertise of the Board of Directors as a whole. The Nominating & Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board of Directors, the balance of management and independent Directors, the need for Audit & Finance Committee expertise and the evaluation of other prospective nominees.

In addition, the Nominating & Governance Committee will evaluate a candidate's background and expertise in the context of the Board of Directors' needs. The Committee maintains a list of general criteria for the nomination of Director candidates, which incorporates the skills, qualities and experiences deemed most important to the successful governance of the Company. The Nominating & Governance Committee periodically reviews this list to determine if there are new skills, qualities and/or experiences that ought to be considered. At the same time, it evaluates the skills and performance of existing Directors to assess the future needs of the Board of Directors (upon the retirement of Directors or otherwise). When particular needs are identified, a search is initiated with sufficient time for adequate research and deliberation.

When considering a Director standing for re-election, in addition to the attributes described above, the Nominating & Governance Committee also considers that individual's past contribution and future commitment to the Company. The Nominating & Governance Committee evaluates the totality of the merits of each prospective nominee that it considers and does not restrict itself by establishing minimum qualifications or attributes.

After completing potential Director nominees' evaluations, the Nominating & Governance Committee makes a recommendation to the full Board of Directors as to the persons who should be nominated by the Board of Directors, and the Board of Directors determines the nominees after considering the recommendation of the Nominating & Governance Committee. There is no difference in the manner by which the Nominating & Governance Committee evaluates prospective nominees for Director based upon the source from which the individual was first identified, including whether a candidate is recommended by a shareholder.

The Nominating & Governance Committee utilized the third party search firm Russell Reynolds Associates to assist in identifying potential Director candidates during 2013, including Gerald A. Steiner, who was elected by the Board of Directors as a Director in June 2013, after representatives of the Board evaluated multiple candidates. The Nominating & Governance Committee did not receive any Board of Director recommendations from any shareholders in connection with the Meeting.

Health, Safety & Environment Committee

The duties of the Health, Safety & Environment Committee are set forth in its charter, which can be found on the Company's website at www.albemarle.com (See **Investors/Corporate Governance/Board of Directors & Committees/Health, Safety and Environment-Committee**) .

The Health, Safety & Environment Committee assists the Board of Directors in fulfilling its oversight responsibilities in assessing the effectiveness of our health, safety and environmental programs and initiatives, including our progress toward the enhancement of our global reputation, our corporate social responsibility and the stewardship and sustainability of our products.

DIRECTOR COMPENSATION

In 2013, non-employee Directors received an annual retainer fee that was paid quarterly and an additional amount of cash compensation based on their service as NEC or a chairperson of a Committee (prorated for less than full year service, if applicable). As of July 1, 2013, the amounts payable with respect to each of such roles were the following:

	Annually
NEC	\$100,000
Retainer Fee	100,000
Audit & Finance Committee Chair Fee	20,000
Nominating & Governance Committee Chair Fee	10,000
Health, Safety & Environment Committee Chair Fee	10,000
Executive Compensation Committee Chair Fee	15,000

In addition, in accordance with the 2013 Stock Compensation and Deferral Election Plan for Non-Employee Directors of Albemarle Corporation (the "2013 Directors Plan"), non-employee Directors received shares of Common Stock equal to the amount of the annual retainer fee of \$100,000 divided by the closing price per share of Common Stock on July 1, 2013, which was \$63.03. The number of shares granted was rounded up to the nearest 25 share increment. We also reimbursed each of our non-employee Directors for reasonable travel expenses incurred in connection with attending Board of Directors and Board Committee meetings. Mr. Kissam was not paid separately for his service on the Board of Directors.

The following table presents information relating to total compensation of the Directors for the fiscal year ended December 31, 2013, excluding Mr. Kissam who does not receive compensation from the Company in his capacity as a Director.

Name	Cash Compensation ⁽²⁾	Stock Awards ⁽³⁾	All Other Compensation ⁽⁴⁾	Total
William H. Hernandez	\$ 106,500	\$ 100,848	\$ 2,500	\$ 209,848
R. William Ide III ⁽¹⁾	45,500	—	—	45,500
Joseph M. Mahady	91,500	100,848	2,500	194,848
Jim W. Nokes	191,500	100,848	2,500	294,848
James J. O'Brien	91,500	100,848	2,500	194,848
Barry W. Perry	100,500	100,848	2,500	203,848
John Sherman Jr.	104,000	100,848	2,500	207,348
Gerald A. Steiner	50,000	100,848	2,500	153,348
Harriett Tee Taggart	91,500	100,848	2,500	194,848
Anne Marie Whittemore	96,500	100,848	2,500	199,848

- (1) R. William Ide III retired as a Director upon the expiration of his term on May 7, 2013.
- (2) Amounts shown include fees that have been deferred at the election of the Director under the 2013 Directors Plan and, as applicable, its predecessor deferred compensation plans.
- (3) Amounts shown represent the aggregate grant date fair value of stock awards recognized in fiscal year 2013 in accordance with FASB ASC Topic 718. Each non-employee Director received 1,600 shares of Common Stock (some of which were deferred by certain Directors) for service as a Director in 2013. In accordance with the 2013 Directors Plan, non-employee Directors received shares of Common Stock equal to the amount of the annual retainer fee divided by the closing price per share of Common Stock on July 1, 2013, which was \$63.03, rounded up to the nearest 25 share increment. The amounts set forth above reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by each of the non-employee Directors. All of the shares granted pursuant to the 2013 Directors Plan, will not vest until the first anniversary of their grant date.
- (4) Amounts in this column represent the maximum amount of matching contributions by the Company that each non-employee Director was eligible to designate for charitable donations to eligible organizations as part of our overall support of charitable organizations under our matching gift program for the Board of Directors.

2013 Directors Plan

The 2013 Directors Plan provides for the grant of shares of Common Stock to each non-employee Director (each, a “participant”) of the Company. In the event of a change in capital, shares of capital stock or any special distribution to our shareholders, the administrator of the 2013 Directors Plan will make equitable adjustments in the number of shares of Common Stock that have been, or thereafter may be, granted to participants. The maximum aggregate number of shares of Common Stock that may be issued under the 2013 Directors Plan is 500,000 shares.

Our General Counsel administers the 2013 Directors Plan. The General Counsel interprets all provisions of the 2013 Directors Plan, establishes administrative regulations to further the purpose of the 2013 Directors Plan and takes any other action necessary for the proper operation of the 2013 Directors Plan. The General Counsel has discretionary authority to increase the amount of shares of Common Stock issued to each participant during the calendar year, subject to a \$150,000 limitation on the value of the shares to be issued to any participant in any calendar year. All decisions and acts of the General Counsel are final and binding. Our General Counsel may amend, suspend or terminate the 2013 Directors Plan, but no such amendment can (i) increase the number of shares of Common Stock that may be granted to any participant (except as described above) or (ii) increase the total number of shares of Common Stock that may be granted under the 2013 Directors Plan. Any amendment of the 2013 Directors Plan must comply with applicable rules of the NYSE.

Deferred Compensation

Prior to May 7, 2013, when the 2013 Directors Plan became effective, the Company maintained the 2008 Stock Compensation Plan for Non-Employee Directors and the Directors’ Deferred Compensation Plan, which plans were merged to form the 2013 Directors Plan.

Under the 2013 Directors Plan, non-employee Directors may defer, in 10% increments, all or part of their retainer fee and/or chair fees into a deferred cash account and may defer, in 10% increments, all or part of their stock compensation into a deferred phantom stock account. Until the adoption of the 2013 Directors Plan, Directors had the option to defer retainer and/or chair fees into a deferred cash account or a deferred phantom stock account. Fees deferred, in whole or in part, into a phantom stock account are recorded by the Company as phantom shares. Deferred cash accounts and phantom stock accounts are unfunded and maintained for record-keeping purposes only.

Distributions under the 2013 Directors Plan will generally be paid in a lump sum unless the participant specifies installment payments over a period up to ten years. Deferred cash account amounts are paid in the form of cash and deferred phantom stock account amounts are paid in whole shares of Common Stock. Unless otherwise elected by the participant as permitted under the 2013 Directors Plan, distributions will begin on the February 15th following the earlier of the participant’s turning 65 years old or ending his or her tenure as a Company Director. For 2013, Mr. Ide elected to defer all of his retainer fees into his deferred cash account. Mr. Mahady elected to defer all of his retainer fees and all of his stock compensation into his deferred phantom stock account prior to the adoption of the 2013 Directors Plan and thereafter deferred all of his retainer fees into his deferred cash account instead of his deferred stock account beginning July 1, 2013. Mr. O’Brien elected to defer all of his stock compensation into his deferred phantom stock account. Mr. Perry elected to defer all of his retainer fees into his deferred cash account and deferred phantom stock account, and elected to defer all of his stock compensation into his deferred phantom stock account prior to the adoption of the 2013 Directors Plan and thereafter deferred all of his retainer fees into his deferred cash account instead of his deferred stock account beginning July 1,

2013. Mr. Steiner elected to defer all of his retainer fees into his deferred cash account and all of his stock compensation into his deferred phantom stock account. Mr. Hernandez and Ms. Whittemore elected to defer all of their stock compensation into their deferred phantom stock accounts.

Retirement Compensation

Any Director who became a member of the Board of Directors on or before October 27, 1999, served at least five years and retires from the Board after age 60, is eligible to receive upon retirement from the Board of Directors, \$12,000 per year for life, payable in quarterly installments. Ms. Whittemore is the only Director up for election who is eligible for this benefit upon her retirement. The payment period limitation on this benefit may be waived in certain circumstances. In addition, such retirement payments to former Directors may not commence and may be discontinued under certain circumstances. Retirement benefits are not available to any Director who became a member of the Board of Directors after October 27, 1999.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board of Directors has adopted a written related person transaction policy that governs the review, approval or ratification of covered related person transactions. The Audit & Finance Committee manages this policy. The policy generally provides that we may enter into a related person transaction only if the Audit & Finance Committee or the disinterested members of the Board of Directors approves or ratifies such transaction in accordance with the guidelines set forth in the policy, if the transaction is in, or not inconsistent with, the best interests of the Company and its shareholders, and if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party, or the transaction involves compensation approved by our Executive Compensation Committee.

In the event our management determines to recommend a related person transaction, such transaction must be presented to the Audit & Finance Committee for approval. After review, the Audit & Finance Committee will approve or disapprove such transaction and at each subsequently scheduled Audit & Finance Committee meeting, our management will update the Audit & Finance Committee as to any material change to the proposed related person transaction. In those instances in which our General Counsel, in consultation with our CEO or the CFO, determines that it is not practicable or desirable for us to wait until the next Audit & Finance Committee meeting to review a proposed related person transaction, the Chair of the Audit & Finance Committee has delegated authority to act on behalf of the Audit & Finance Committee. The Audit & Finance Committee (or its Chair) approves only those related person transactions that it determines in good faith to be in, or not inconsistent with, our best interests and the best interests of our shareholders and which is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party.

To the extent that the Board of Directors has approved a standing resolution with respect to the repurchase of outstanding shares of Common Stock, the Audit & Finance Committee has pre-approved the repurchase of shares of Common Stock from related persons, provided that such repurchase is in compliance with such standing resolution and the terms offered to the related persons are no less favorable to us than those that could be obtained in arm's length dealings with an unrelated third party.

For purposes of this policy, a "related person transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we were, are or will be a participant and the amount involved exceeds \$120,000 and in which any related person had, has or will have a direct or indirect interest. For purposes of determining whether a transaction is a related person transaction, the Audit & Finance Committee may rely upon Item 404 of Regulation S-K.

A "related person" is (i) any person who is, or at any time since the beginning of our last fiscal year was, a Director or executive officer of us or a nominee to become a Director, (ii) any person who is known to be the beneficial owner of more than 5% of any class of our voting securities, (iii) any immediate family member of any of the foregoing persons, which means any child, stepchild, parent,

stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the Director, executive officer, nominee or more than 5% beneficial owner and any person (other than a tenant or employee) sharing the household of such Director, executive officer, nominee or more than 5% beneficial owner, or (iv) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

The Audit & Finance Committee was not presented with, and the Company did not participate in, any related person transactions in 2013.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based solely on our review of the forms required by Section 16(a) of the Exchange Act furnished to us, we believe our officers, Directors and beneficial owners of greater than 10% of Common Stock are compliant with all applicable filing requirements with the exception of filings for James J. O'Brien and Barry W. Perry for grants on July 1, 2013, that were not reported until July 8, 2013 due to administrative error.

STOCK OWNERSHIP

Principal Shareholders

The following table lists any person (including any “group” as that term is used in Section 13(d)(3) of the Exchange Act) who, to our knowledge, was the beneficial owner, as of March 10, 2014, of more than 5% of our outstanding voting shares.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owners</u>	<u>Number of Shares</u>	<u>Percent of Class*</u>
Common Stock	Franklin Resources, Inc. One Franklin Parkway San Mateo, California 94403	6,598,580 ⁽¹⁾	8.3%
Common Stock	BlackRock, Inc. 40 East 52 nd Street New York, New York 10022	5,666,443 ⁽²⁾	7.1%
Common Stock	The London Company 1801 Bayberry Court Suite 301 Richmond, Virginia 23226	5,637,918 ⁽³⁾	7.1%
Common Stock	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	5,335,642 ⁽⁴⁾	6.7%
Common Stock	JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017	4,921,741 ⁽⁵⁾	6.2%

* Calculated based upon 79,537,592 shares of Common Stock outstanding as of March 10, 2014.

- (1) Based solely on the information contained in the Schedule 13G filed by Franklin Resources, Inc. with the SEC on February 10, 2014.
- (2) Based solely on the information contained in the Schedule 13G Amendment filed by BlackRock, Inc. with the SEC on January 28, 2014
- (3) Based solely on the information contained in the Schedule 13G/A filed by The London Company with the SEC on February 12, 2014.
- (4) Based solely on the information contained in the Schedule 13G/A filed by The Vanguard Group with the SEC on February 10, 2014.
- (5) Based solely on the information contained in the Schedule 13G filed by JPMorgan Chase & Co. with the SEC on January 24, 2014.

Directors and Executive Officers

The following table sets forth as of March 10, 2014, the beneficial ownership of Common Stock by each Director of the Company, the named executive officers listed in the Summary Compensation Table, and all Directors and executive officers of the Company as a group.

Name of Beneficial Owner or Number of Persons in Group	Number of Shares with Sole Voting and Investment Power ⁽¹⁾	Albemarle Savings Plan Holdings	Number of Shares with Shared Voting and Investment Power	Total Number of Shares	Percent of Class*
William H. Hernandez	5,000	—	—	5,000 ⁽²⁾	*
Susan M. Kelliher	8,863	219	—	9,082	*
Luther C. Kissam IV	377,900	3,609	—	381,509	*
Joseph M. Mahady	—	—	—	— ⁽³⁾	*
Karen G. Narwold	65,097	488	—	65,585	*
Jim W. Nokes	7,811	—	—	7,811	*
James J. O'Brien	1,082	—	—	1,082 ⁽⁴⁾	*
Barry W. Perry	—	—	—	— ⁽⁵⁾	*
John Sherman Jr.	10,000	—	—	10,000 ⁽⁶⁾	*
Gerald A. Steiner	—	—	—	— ⁽⁷⁾	*
Harriett Tee Taggart	—	—	9,436 ⁽⁸⁾	9,436	*
Scott A. Tozier	59,995	417	—	60,412	*
D. Michael Wilson	5,000	—	—	5,000	*
Anne Marie Whittemore	16,454	—	—	16,454 ⁽⁹⁾	*
Directors and executive officers as a group (17 persons)	624,607	35,727	9,436	669,770	*

* Indicates beneficial ownership of less than 1% of Common Stock. Calculated based upon 79,537,592 shares of Common Stock outstanding as of March 10, 2014 and assuming conversion or exercise of such holder's options, as the case may be, for purposes of calculating the total number of shares outstanding, but not the conversion or exercise of securities held by third parties.

⁽¹⁾ The amounts in this column include shares of Common Stock with respect to which certain persons had the right to acquire beneficial ownership within 60 days of March 10, 2014: Mr. Kissam: 215,333 shares; Mr. Tozier: 34,667 shares; Ms. Narwold: 49,833 shares; and Ms. Kelliher: 7,766 shares.

⁽²⁾ Mr. Hernandez has elected to defer all or a part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. Hernandez had accumulated 4,228 phantom shares. See "Directors Compensation —Deferred Compensation" on page 18.

⁽³⁾ Mr. Mahady has elected to defer all or a part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. Mahady had accumulated 4,952 phantom shares. See "Directors Compensation —Deferred Compensation" on page 18.

⁽⁴⁾ Mr. O'Brien has elected to defer all or part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. O'Brien had accumulated 2,319 phantom shares. See "Directors Compensation —Deferred Compensation" on page 18.

⁽⁵⁾ Mr. Perry has elected to defer all or a part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. Perry had accumulated 6,311 phantom shares. See "Directors Compensation —Deferred Compensation" on page 18.

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- (6) Mr. Sherman has elected to defer all or a part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. Sherman had accumulated 10,319 phantom shares. See “Directors Compensation —Deferred Compensation” on page 18.
- (7) Mr. Steiner has elected to defer all or a part of his Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Mr. Steiner had accumulated 1,606 phantom shares. See “Directors Compensation —Deferred Compensation” on page 18.
- (8) Shares held jointly with spouse.
- (9) Ms. Whittemore has elected to defer all or a part of her Director compensation into a deferred stock account under the 2013 Directors Plan. The phantom shares held in the deferred stock account represent an equivalent number of shares of Common Stock. The phantom shares are not reflected in the table above. As of March 10, 2014, Ms. Whittemore had accumulated 8,724 phantom shares. See “Directors Compensation —Deferred Compensation” on page 18.

PROPOSAL 2 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General Information

The Audit & Finance Committee of the Board of Directors has appointed PwC as the Company's independent registered public accounting firm for fiscal year 2014. Under the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder, the Audit & Finance Committee is solely responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. The submission of this matter for ratification by shareholders is not required by current law, rules or regulations; however, the Board of Directors believes that such submission is consistent with best practices in corporate governance and is an opportunity for shareholders to provide direct feedback to the Board of Directors on an important issue of corporate governance. If the selection is not ratified, the Audit & Finance Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the selection is ratified, the Audit & Finance Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

Representatives of PwC will be present at the Meeting, will have the opportunity to make a statement at the Meeting if they so desire, and will be available to respond to appropriate questions.

Approval of this proposal requires that the votes cast in favor of the ratification exceed the number of votes cast in opposition to the ratification.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.

AUDIT & FINANCE COMMITTEE REPORT

The Audit & Finance Committee of the Board of Directors is composed of four independent Directors and operates under a written charter adopted by the Board of Directors. The Audit & Finance Committee approves the selection of our independent registered public accounting firm.

Management is responsible for our disclosure controls, internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon. The Audit & Finance Committee's primary responsibility is to monitor and oversee these processes and to report thereon to the Board of Directors. In this context, the Audit & Finance Committee has met privately with management, the internal auditors and PwC, our independent registered public accounting firm, all of whom have unrestricted access to the Audit & Finance Committee.

The Audit & Finance Committee has discussed with PwC the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, including the scope of the auditor's responsibilities and whether there are any significant accounting adjustments or any disagreements with management.

The Audit & Finance Committee also has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit & Finance Committee concerning independence, and has discussed with PwC that firm's independence from the Company.

The Audit & Finance Committee has reviewed and discussed the consolidated financial statements with management and PwC. Based on this review and these discussions, the representation of management that the consolidated financial statements were prepared in accordance with generally accepted accounting principles and the report of PwC to the Audit & Finance Committee, the Audit & Finance Committee recommended that the Board of Directors include the audited consolidated financial statements in the 2013 Annual Report.

The Audit & Finance Committee also reviews with management and the independent registered public accounting firm the results of that firm's review of the unaudited financial statements that are included in our quarterly reports on Form 10-Q.

Audit & Finance Committee Pre-Approval Policy

The Audit & Finance Committee has adopted a written policy for the provision of audit services and permitted non-audit services by our independent registered public accounting firm. Our CFO has primary responsibility to the Audit & Finance Committee for administration and enforcement of this policy and for reporting non-compliance. Under the policy, the CFO is responsible for presenting to the Audit & Finance Committee an annual budget and plan for audit services and for any proposed audit-related, tax or other non-audit services to be performed by the independent registered public accounting firm. The presentation must be in sufficient detail to define clearly the services included. Any services included within the budget and plan that the Audit & Finance Committee approves require no further Committee approval for that budget year. All other audit and permissible non-audit engagements of the independent registered public accounting firm must be approved in advance by the Audit & Finance Committee. The pre-approval requirements do not prohibit the delivery of permissible non-audit services that were not recognized as non-audit services at the time of the engagement so long as (i) all such services are less than 5% of fees paid to the independent registered public accounting firm for the fiscal year and (ii) the services are approved by the Audit & Finance Committee prior to completion of the audit.

Fees Billed by PwC

The Audit & Finance Committee reviews the fees charged by our independent registered public accounting firm. During the fiscal years ended December 31, 2013 and December 31, 2012, PwC billed us the approximate fees set forth below in connection with services rendered by that firm to us.

	<u>2013</u>	<u>2012</u>
Audit Fees	\$2,853,690	\$ 2,941,681
Audit-Related Fees	485,804	344,863
Tax Fees	—	—
All Other Fees	13,905	10,014
Total fees	<u>\$ 3,353,399</u>	<u>\$3,296,558</u>

Audit Fees

Audit fees include professional services rendered by PwC for the audit of our annual financial statements, including its assessment of our internal control over financial reporting, and the reviews of the financial statements included in our quarterly reports on Form 10-Q. This category also includes fees for audits provided in connection with statutory filings or services that generally only the principal auditor reasonably can provide to a client, implementation of new financial and accounting reporting standards and consents and assistance with and review of documents filed with the SEC.

Audit-Related Fees

Audit-related fees include reviews of our employee benefit plans, due diligence related to mergers and acquisitions, audits in connection with acquisitions and divestitures, consultation on certain financial accounting and reporting standards and other miscellaneous audit-related fees. For the fiscal years ended December 31, 2013 and December 31, 2012, amounts billed to us were primarily related to employee benefit plan audits, due diligence related to mergers and acquisitions, and consultation on other audit-related items.

Tax Fees

Tax fees include original and amended tax returns, studies supporting tax return amounts as may be required by Internal Revenue Service regulations, claims for refunds, assistance with tax audits and other work directly affecting or supporting the payment of taxes (“compliance”) and planning, research and advice supporting our efforts to maximize the tax efficiency of our operations (“planning”). For the fiscal years ended December 31, 2013 and December 31, 2012, there were no payments for tax fees.

All Other Fees

All other fees consist of a licensing fee for software that provides access to authoritative guidance dealing with financial reporting rules and regulations as well as other non-audit related service fees.

THE AUDIT & FINANCE COMMITTEE

William H. Hernandez, Chair
John Sherman Jr.
Harriett Tee Taggart
Anne Marie Whitemore

March 28, 2014

COMPENSATION DISCUSSION AND ANALYSIS

This compensation discussion and analysis explains the material elements of the compensation for our named executive officers.

2013 Compensation Highlights

- **The 2013 Annual Incentive Plan (AIP) bonus payout aligned annual executive pay with the Company's 2013 performance, consistent with the AIP's role in our overall compensation philosophy.** The 2013 AIP financial metrics and our performance against those metrics were:

<u>2013 AIP Goals</u>	<u>Threshold Level</u>	<u>Target Level</u>	<u>Superior Level</u>	<u>2013 Results</u>
Segment income before interest and taxes less corporate expenses before special items (SIBIT)	\$602 MM	\$638 MM	\$675 MM	\$475 MM
Cash flow from operations	\$540 MM	\$580 MM	\$620 MM	\$454 MM
Days of Working Capital	112	109	105	116

In addition to the financial metrics above, the 2013 AIP metrics included various stewardship metrics. The Company achieved Target performance level with respect to its stewardship metrics (safety, environmental responsibility, sustainability, and governance). Our overall 2013 performance yielded a composite score of 10% of Target for our 2013 AIP. This level of payout is consistent with our pay-for-performance philosophy. The annual bonus payout is achieved only through strong performance against growth financial, operational, and stewardship metrics. In 2013, our executive team led our Company through a challenging year, while maintaining a focus on long-term strategies linked to Company and shareholder value growth.

- **Our Long Term Incentive Plan (LTI) payouts were below Threshold based on multi- year SIBIT growth rates.** The Company did not meet Threshold for the 2012 – 2013 Performance Stock Units (PSU); however, we did meet the Trigger level which is based on EBITDA excluding special items exceeding 5% of net sales for the performance period. The Trigger level payout of 33% of Target level shares has been earned.

<u>2012 – 2013 PSU Goals</u>	<u>Threshold Level</u>	<u>Target Level</u>	<u>Superior Level</u>	<u>2012-13 Results</u>
2012 – 2013 Cumulative SIBIT	\$1,239 MM	\$1,333 MM	\$1,471 MM	\$1,066 MM
Compound Annual Growth Rate	0%	5%	12%	-9.6%

- **Management remained committed to long-term strategic growth.** In late 2013, we embarked on an organizational restructuring to drive long-term growth and sustainability for all of our stakeholders, create a leaner, more empowered organization and allow for redeployment of resources for growth that supports the Company's strategy. This restructuring resulted in annualized savings for reinvestment of approximately \$24 million, with about 230 employees terminated through voluntary and involuntary separation programs, including two executive-level positions.

What are our compensation principles?

The Executive Compensation Committee (for purposes of this Compensation Discussion and Analysis section, the “Committee”) designs and oversees the Company’s compensation policies and approves compensation for our CEO and our other named executive officers. Our overarching goal is to create executive compensation plans linked to the creation of sustained shareholder value. To accomplish this, our plans are designed to:

Support our Business Strategy – We align our programs with business strategies focused on long-term growth and sustained shareholder value. Our plans provide incentive to our executives to overcome challenges and exceed our Company goals.

Pay for Performance – We ensure that a large portion of our executive pay is dependent upon the achievement of specific corporate and individual performance goals. We pay higher compensation when goals are exceeded and lower compensation when goals are not met.

Pay Competitively – We set target compensation to be competitive with the companies that comprise our Peer Group, comprised of the companies included in the Dow Jones Chemical Index. We set “stretch” objectives that, if achieved, are designed to place us in the top quartile of industry performance.

What are our compensation objectives?

In designing our compensation plans, our objectives are to:

- Drive superior business and financial performance – we build programs that provide incentive to our executives to achieve or exceed goals.
- Attract, retain and motivate the right people in the right job – we reward our executives who perform at a high level.
- Align our executives’ interests with the long-term interests of our shareholders by building the opportunity for significant ownership of Company stock into our pay programs.
- Focus on the long-term – our LTI compensation plan is focused on multi-year results.
- Create balanced program elements that discourage excessive risk taking.

2013 Shareholder Vote on Executive Compensation

In May 2013, the Company held the shareholder advisory vote to approve the compensation paid to our named executive officers in 2012, which resulted in approximately 98% of the votes cast approving such compensation. The Committee considered the results of the advisory vote in reviewing our executive compensation program, noting the high level of shareholder support, and elected to continue the same principles and objectives in determining the types and amounts of compensation to be paid to our named executive officers in 2013. The Committee will continue to focus on responsible executive compensation practices that attract, motivate and retain high performance executives, reward those executives for the achievement of long-term performance and support our other executive compensation objectives.

Who are our named executive officers?

The Company's named executive officers for 2013 were:

<u>Name</u>	<u>Title</u>
Luther C. Kissam IV	President and Chief Executive Officer
Scott A. Tozier	Senior Vice President, Chief Financial Officer
D. Michael Wilson	Senior Vice President, President Catalyst Solutions
Karen G. Narwold	Senior Vice President, General Counsel, Corporate and Government Affairs, Corporate Secretary
Susan M. Kelliher	Senior Vice President, Human Resources
Amy Hebert ⁽¹⁾	Vice President, Catalysts

(1) Ms. Hebert resigned from the Company during 2013.

What are the components of our executive compensation program?

We provide our named executive officers with the following components of compensation:

<u>Annual</u>	<u>Long-Term</u>	<u>Benefits</u>	<u>Post-Termination Benefits</u>
Annual base salary and annual cash incentive awards	LTI plan awards comprised of a combination of PSUs and stock options. Equity grants for retention of critical executive talent typically comprised of restricted stock or restricted stock units	Various health and welfare benefits, including health and life insurance, retirement benefits and savings plan	Severance and change in control benefits

For each named executive officer, the Committee reviews several times each year, and approves annually, each component of compensation and the resulting total compensation. The Committee generally compares the individual components of compensation and total compensation to the median of the Peer Group. In setting the compensation for each named executive officer, the Committee also considers other factors, including the scope and complexity of the executive's position, their level of performance, the executive's skills and experience and their contribution to the overall success of the Company. As a result, we do not set compensation for our named executive officers in a manner designed to achieve a formulaic relationship with the median of the Peer Group.

How do we assure that our compensation program keeps our named executive officers focused on long-term success?

We assure that our compensation programs keep our named executive officers focused on the long-term success of our Company by making a substantial portion of their long-term pay subject to the achievement of specific performance measures, by requiring them to hold a significant amount of Company stock during the term of their employment, and by granting stock-based awards with multi-year vesting periods.

Our PSU grants typically have had a two-year performance period, with the vesting of any award earned occurring in two equal tranches – the first tranche after the end of the second year of the performance period and the second tranche on the following January 1. Restricted stock or restricted stock units typically have had a minimum vesting period of three years. Stock options granted in 2013 have a five-year vesting period, and will ratably vest in equal thirds on the third, fourth, and fifth anniversaries of the grant date. These awards reinforce the focus of our named executive officers on the long-term success of the Company by aligning their personal success with that of other shareholders.

Beginning with the 2014 annual grant, PSU grants will have a three-year performance period, with the vesting of any award earned occurring in two equal tranches – the first tranche after the end of the third year of the performance period and the second tranche on the following January 1. The performance measure will be relative Total Shareholder Return as compared to our TSR Peer Group (as defined below in the description of the 2014 PSU Grants).

To further align the interests of members of management with our shareholders, the Company also has stock ownership guidelines that require the retention of shares of our Common Stock. Our holding requirements are expressed as both a “Fixed Number of Shares” guideline and a “Multiple of Base Salary” guideline for each named executive officer. In order to satisfy the ownership requirement, each named executive officer must meet the lesser of the two guidelines. Named executive officers are given five years to meet the holding requirements. The Committee periodically reviews the holdings of our named executive officers. As of March 10, 2014, each named executive officer either met the required guideline or was still within the five year window before they are required to meet the guideline. The following table depicts the ownership guideline that each of our named executive officers must meet:

<u>Name</u> ⁽¹⁾	<u>Guideline (lesser of)</u>
Luther C. Kissam IV	150,000 shares or 8 X base salary
Scott A. Tozier	40,000 shares or 5 X base salary
D. Michael Wilson	25,000 shares or 3 X base salary
Karen G. Narwold	25,000 shares or 3 X base salary
Susan M. Kelliher	25,000 shares or 3 X base salary

(1) Ms. Hebert resigned from the Company during 2013 and is no longer subject to the guidelines.

In addition, to further align our executives with the interests of our shareholders, our Insider Trading Policy provides for purchases and sales of our stock by named executive officers only during the 45-day period beginning on the third trading day following an earnings announcement (the day of the announcement constituting the first day) and only after being cleared to trade by our General Counsel, or in accordance with a previously existing Rule 10b5-1 trading plan that meets applicable SEC requirements.

How is competitiveness established?

The Committee structures executive compensation so that target total cash compensation and LTI compensation opportunities are competitive with comparable positions at companies considered our peers (our “Peer Group”). The Committee has chosen to use the Dow Jones Chemical Index companies as our Peer Group, in part because the composition of the index is determined by an independent third-party rather than by the Committee or by Company management. We believe that using an industry-specific Peer Group is appropriate because it provides us with the best comparisons for competitive compensation offered by publicly-held companies with similar business challenges and the type of leadership talent needed to achieve success over the long-term. When considering what is competitive for the Company, the Committee generally focuses on the median of data from the Peer Group. Given the large number of companies included in the index, our focus on the median mitigates the impact of companies that are materially larger or smaller than Albemarle. In addition, the Committee also relies on supplementary survey information from nationally recognized compensation surveys.

In setting 2013 base salaries, target total cash compensation and target total direct compensation, the Committee considered compensation offered by the following Peer Group:

A. Schulman Inc.
Air Products & Chemicals, Inc.
Airgas, Inc.
Ashland Inc.
Avery Dennison Corporation
Cabot Corporation
Calgon Carbon Corporation
Celanese Corporation
CF Industries Holdings, Inc.
Chemtura
Cytex Industries Inc.

The Dow Chemical Company
Eastman Chemical Company
E.I. DuPont de Nemours and
Company
FMC Corporation
H. B. Fuller Company
Huntsman Corporation
International Flavors &
Fragrances Inc.
LyondellBasell Industries NV
Minerals Technologies Inc.
The Mosaic Company

NewMarket Corporation
Olin Corporation
OM Group, Inc.
Polypore International, Inc.
PPG Industries, Inc.
Praxair, Inc.
Rockwood Holdings, Inc.
RPM International Inc.
Sensient Technologies
Corporation
Sigma-Aldrich Corporation
W.R. Grace & Co.

How is compensation established for our named executive officers?

The Committee does not rely exclusively on the Peer Group data or survey data in establishing target levels of compensation. The Committee also does not employ a rigid or formulaic process to set pay levels, but does utilize the Peer Group data and survey data as one of many tools to assist the Committee. In setting compensation levels, the Committee considers the following factors:

- the competitive data (Peer Group and other survey data), focusing on the median data as a starting point;
- each executive's performance;
- each executive's scope of responsibility and impact on the Company's performance;
- internal equity – an executive's compensation relative to his or her peers, direct reports and supervisors; and
- the CEO's recommendations for his direct reports.

Each of our named executive officers' performance is evaluated in light of our overall financial performance (as described in greater detail below) and non-financial performance goals and strategic objectives approved by the Committee and the Board of Directors. For 2013 and 2014, as in past years, the Committee structured a compensation package for our named executive officers comprised of base salary and benefits coupled with annual and long-term incentives, which we believe provides an appropriate mix of financial security, risk and reward.

Annual Compensation: Base Salaries

Base salary provides our named executive officers with a basic level of financial security and supports the Committee's objectives in attracting and retaining top talent. Base salaries for our named executive officers other than the CEO are recommended by our CEO and are reviewed and approved by the Committee. Base salary for our CEO is recommended and approved by the Committee.

Named Executive Officer	2012 Year-End Base Salary	2013 Increase in Annual Base Salary	2013 Annual Base Salary
Luther C. Kissam IV President and CEO	\$ 800,000	\$ —	\$ 800,000
Scott A. Tozier Senior Vice President, CFO	\$ 425,000	\$ 25,000	\$ 450,000
D. Michael Wilson ⁽¹⁾ Senior Vice President, President Catalyst Solutions	N/A	N/A	\$ 420,000
Karen G. Narwold Senior Vice President, General Counsel, Corporate and Government Affairs, Corporate Secretary	\$ 388,000	\$ 12,000	\$ 400,000
Susan M. Kelliher Senior Vice President, Human Resources	\$ 350,000	\$ 8,000	\$ 358,000
Amy Hebert ⁽²⁾ Vice President, Catalyst	\$ 285,000	\$ 15,000	\$ 300,000

(1) Mr. Wilson joined the Company in 2013 and did not receive a base salary increase during the year.

(2) Ms. Hebert resigned from the Company during 2013.

The 2013 base salaries for each of the named executive officers were determined by the Committee in recognition of the responsibilities of their positions and their long-term contributions to the success of the Company. The Committee believes that each named executive officer's salary was reasonable and appropriate. In light of the long-term strategic focus of Mr. Kissam's duties, Mr. Kissam's annual base salary remained the same with a continued emphasis on annual and long-term incentives.

2014

The Committee reviewed and approved base salary increases for some of our named executive officers in February 2014. Such salary increases will go into effect on April 1, 2014. The annual 2014 base salaries for Mr. Tozier, Mr. Wilson, Ms. Narwold, and Ms. Kelliher will be \$485,000, \$420,000, \$420,000 and \$376,000, respectively. The Committee decided to continue the emphasis of aligning Mr. Kissam's pay with our pay-for-performance philosophy and with shareholders' interests through the use of annual and long-term incentives. Mr. Kissam's base salary will remain \$800,000 in 2014.

Annual Compensation: AIP

The purpose of the AIP is to provide both an incentive to achieve, and a reward for achieving, the annual goals and objectives of the Company. Each year, management proposes, and the Committee evaluates and finalizes, the goals and objectives which are subsequently approved by the Board of Directors, ensuring that we are rewarding participants for achieving levels of performance that management has identified and the Board of Directors has agreed are critical to creating and sustaining long-term shareholder value.

Key features of the AIP include the following:

- a primary emphasis on sustained Company financial performance as measured by such metrics as SIBIT, cash flow from operations and days of working capital;
- a quantitative and qualitative assessment of our strategic achievements in areas of stewardship (safety, environmental responsibility, sustainability, and governance); and
- the recognition of individual achievements, leadership and the overall contribution of participants by making the award subject to an individual performance modifier (which can result in either an increase or a reduction in the award earned).

For 2013, the Committee established the following Company performance measures for the AIP:

<u>Metrics</u>	<u>Weight</u>
SIBIT	60%
Cash flow from operations	15%
Days of working capital	15%
Stewardship	10%
Total	100%

The following table summarizes the Threshold, Target and Superior objectives set by the Committee and actual results for the SIBIT, cash flow from operations, and days of working capital metrics for 2013. SIBIT is defined as combined income of each business segment before interest and taxes less corporate expenses before “special items” (such as restructuring and other costs, related principally to reductions in force, divestitures, the write-off of assets and non-operating pension and OPEB items) for the calendar year. The cash flow from operations represents the cash flow from operations before special items and pension contributions. Days of working capital is an average of four quarters, using the inputs of end of quarter accounts receivables, quarter revenue, beginning of quarter inventory, current quarter cost of sales, and end of quarter accounts payable. Awards for performance between the identified points are interpolated.

	<u>Threshold Level</u>	<u>Target Level</u>	<u>Superior Level</u>	<u>2013 Results</u>
SIBIT	\$602 MM	\$638 MM	\$675 MM	\$475 MM
Cash flow from operations	\$540 MM	\$580 MM	\$620 MM	\$454 MM
Days of working capital	112	109	105	116

The performance for the stewardship (safety, environmental responsibility, sustainability, and governance) metrics was determined by the Committee’s quantitative and qualitative assessment of the level of achievement for seven different stewardship objectives, with each objective weighted evenly. We believe financial measures are important but are not sufficient to fully assess Company performance. For 2013, one of the stewardship metrics was scored at the “Superior” performance level, five were scored at the “Target” performance level, and one was scored at the “did not meet Target” performance level. A summary of the scoring of our performance against the 2013 AIP metrics is further set out in “How did we perform against our AIP Metrics?”

Why did the Committee choose these performance metrics?

The Committee chose these performance metrics to align the AIP with the Company’s 2013 goals and objectives as established by management and the Board of Directors. The Committee chose the relative weights of the performance measures based on the Committee’s desire to emphasize financial results while maintaining an appropriate focus on non-financial objectives.

We believe that the metrics established for the 2013 AIP were appropriate and effective measures of annual Company performance. The Threshold level for each performance measure was set based on a level of performance that was believed to be achievable. The Target level for each performance measure was set based on a level of performance that was believed to be aggressive, but obtainable. The Superior level for each performance measure was set based on a level of performance that was believed to be realizable, but only as a result of exceptional performance.

The Committee may take into account extraordinary, unusual or infrequently occurring events or significant corporate transactions in deciding to adjust the results used to determine whether or not the AIP objectives have been met. The Committee retains the right to exercise discretion in determining the final level of the awards paid in order to ensure that the AIP remains consistent with its stated objectives.

How much can the named executive officers earn?

Each of our named executive officers employed by the Company as of the date of the bonus payments can earn a bonus under the AIP targeted at a certain percentage of his or her base salary. For 2013, our named executive officers' target bonus percentages were 60% (Mr. Tozier, Mr. Wilson, Ms. Narwold, and Ms. Kelliher) and 110% (Mr. Kissam) of their base salary for achieving the Target performance levels for the AIP Company metrics. The Committee generally sets the Target bonus opportunity for each of our named executive officers near the median of the Peer Group and survey information. For Company performance at the Superior level, up to two times a Target level award may be earned before applying discretion for individual performance. For Company performance that does not reach Threshold level for any of the metrics, the named executive officers will not earn a bonus. For Company performance above the Threshold level, named executive officers earn bonuses based on results prorated on a linear basis between Threshold and Target performance levels, or between Target and Superior levels of performance, as the case may be. Individual performance can be used to modify the bonus amount up or down, subject to the maximum allowable levels under the Plan as described below.

The 2008 Incentive Plan is compliant with Code Section 162(m) and therefore allows for the full tax deduction of the annual incentive payments. Under the 2008 Incentive Plan, the maximum annual incentive payments are set in the first quarter of the calendar year, and are limited to three times the Target level bonuses of each named executive officer. If earnings before interest, taxes, depreciation and amortization ("EBITDA"), before special items (as more particularly defined in the 2008 Incentive Plan) exceed 5% of net sales, the awards are initially set at the maximum levels under the plan. The Committee uses its discretion to downwardly adjust the maximum level of incentive payment to determine an actual award for each executive based on Company performance and the individual performance modifier for that executive.

When making its determination of the actual award amount for a named executive officer, the Committee generally calculates the award by multiplying the named executive officer's base salary x the Target level bonus percentage x the Company performance score (up to 200%) x the individual performance modifier (up to 150%). Because the actual bonus paid to the named executive officer is an amount below the maximum potential bonus, the Committee's assessment in general, and the determination of the individual performance modifier in particular, involve significant discretion on the part of the Committee.

The maximum cash incentive established for each of our named executive officers in 2013 was:

Luther C. Kissam IV	\$2,640,000
Scott A. Tozier	\$ 810,000
D. Michael Wilson	\$ 765,000
Karen G. Narwold	\$ 720,000
Susan M. Kelliher	\$ 644,000

What are the Individual Performance Modifiers?

At the beginning of 2013, individual objectives were set for each of the named executive officers. Individual performance was evaluated after the end of the year by comparing actual performance to these pre-established leadership objectives. The Committee assessed the performance of the CEO, and the CEO conducted a similar assessment for the other named executive officers that was presented to and reviewed by the Committee.

Performance goals typically include both leadership objectives and strategic business objectives. At the end of each fiscal year, an individual performance modifier is determined for each participant, and a judgment is then made as to the final bonus amount that takes into account both Company results and individual performance. The individual performance modifier percentage can range from 80% to 150% of the named executive officer's Target level bonus percentage.

2013

How did we perform against our AIP Metrics?

	2013 Results	Achievement Against Target
SIBIT (60% weighting)	\$ 475 MM	0%
Cash Flow from Operations (15% weighting)	\$ 454 MM	0%
Days of Working Capital (15% weighting)	116	0%
Stewardship (10% weighting)	1 at "Superior," 5 at "Target," 1 at "did not meet Target "	100.0%
Overall Achievement		10.0%

What did our named executives earn in 2013 under the AIP?

The Committee reviewed the Company's 2013 performance, and determined that the potential awards for the named executive officers were funded at the maximum level due to the Company achieving the required level of 2013 EBITDA consistent with the plan funding objectives set during the first quarter of the year in accordance with Code Section 162(m). After this determination was made, Mr. Kissam engaged the Committee in a further discussion of the Company's performance, and of each named executive officer's individual performance compared to their objectives. In light of the significant accomplishments by each named executive officer that were cited by Mr. Kissam to the Committee, it was recommended by Mr. Kissam, and approved by the Committee, that the individual performance modifier for each named executive officer (except for Mr. Kissam) to be set at 100%. When combined with the Company score, this yielded actual bonus payouts for each named executive officer at 10% of their respective Target level bonus amounts.

In the case of Mr. Kissam, the Committee reviewed his performance against his individual objectives established by the Committee at the beginning of the year based on the Committee's discussions with and input from Mr. Kissam. As with the other named executive officers, the Committee determined that since significant achievements in each goal area were made during 2013, an individual performance modifier of 100% was most appropriate. When combined with the Company score, this yielded an actual bonus payout for Mr. Kissam at 10% of his Target level bonus amount.

Name	2013 AIP Payouts				
	Base Salary x Target Bonus % =	Target Bonus Amount x	Company Performance Score x	Individual Performance Modifier =	Actual Bonus Amount
Luther C. Kissam IV	\$ 800,000 x 110%	\$ 880,000	10.0%	100%	\$ 88,000
Scott A. Tozier	\$ 450,000 x 60%	\$ 270,000	10.0%	100%	\$ 27,000
D. Michael Wilson ⁽¹⁾	\$ 420,000 X 60%	\$ 252,000	10.0%	100%	\$ 6,300
Karen G. Narwold	\$ 400,000 x 60%	\$ 240,000	10.0%	100%	\$ 24,000
Susan M. Kelliher	\$ 358,000 x 60%	\$ 214,800	10.0%	100%	\$ 21,480

(1) Mr. Wilson's Bonus AIP payout is prorated due to his start date in September 2013.

2014

In February 2014, the Committee approved 2014 AIP performance metrics of EBIT, cash flow from operations, days of working capital and stewardship with weightings of 60%, 15%, 15% and 10%, respectively. "EBIT" is defined as earnings before interest expense and taxes and before special items (such as non-operating pension and OPEB items, restructuring and other costs related principally to reductions in force, divestitures and the write-off of assets) for the calendar year; provided, however, that in accordance with the 2014 AIP and as approved by the Committee in its sole and absolute discretion, EBIT may be adjusted to reflect extraordinary and significant events that distort current earnings. The Committee determined that it was appropriate to use EBIT as a financial measure given that it is a well-recognized measurement of financial performance of the Company against which management could measure its performance. In making this determination, the Committee also concluded that this combination of metrics and weightings represents an appropriate set of performance objectives against which to measure the success of the Company for the purposes of funding the AIP for 2014. The target bonuses as a percentage of base salary for the named executive officers in 2014 are: Kissam (110%), Tozier (75%), Wilson (70%), Narwold (60%) and Kelliher (60%).

The LTI Plan

We believe it is important to provide a long-term incentive opportunity to our named executive officers and other key leaders charged with driving sustainable growth and long-term value creation for Albemarle, further aligning their interests with those of our shareholders. We do this through a balanced annual LTI grant, comprised in 2013 of PSUs and stock options. Each of these long-term incentives focuses on Albemarle's performance - financial performance, share price performance or both - as measured over multi-year periods.

The Committee considers grant values and grant terms from both our Peer Group and survey information when establishing long-term incentives for management, with a focus on median grant values and typical grant terms. While the Committee generally believes that median values and typical terms are competitive and provide an appropriate balance of opportunity and reward to management without heightened compensation-related risk, the Committee will authorize values above or below the median and different terms where it believes it is in the interest of the Company and its shareholders to do so in light of the factors mentioned above.

While our current annual LTI grant consists solely of award types that we view primarily as performance-based, the Company will also grant awards that are primarily time-based (such as restricted stock units or restricted stock) when necessary to attract new executives or to retain existing executives. The Committee approved such a grant in 2013 to attract a new executive officer.

The portion of our current LTI plan driven by Albemarle's financial results is our PSU grants. PSU grants are primarily "performance-based" but also have a "time-based" element in the form of an additional vesting period after the performance period ends. In order for the award to be earned, the Company must achieve certain financial results versus a set of goals established near the beginning of the performance measurement period. Half of the amount earned vests at the time the Committee determines the performance relative to the goals at the end of the performance period, and the other half vests on the following January 1. Upon vesting, awards are paid in stock, net of share withholding for taxes.

2012 – 2013 PSU Results

Payouts under the 2012 – 2013 PSU grants are earned based on the achievement of financial goals (SIBIT, using the same definition as used for the 2013 AIP awards) over the two-year performance period. In the event that the Threshold level is not achieved, one-third of the Target level shares will be earned if EBITDA before special items is greater than 5% of net sales for the performance period, regardless of cumulative SIBIT performance (referred to as "Trigger" level performance). The following table reflects the goals for this award at the respective performance levels and the actual results achieved:

	Threshold Level (34%)	Target Level (100%)	Superior Level (200%)	Actual Results
2012 – 2013 Cumulative SIBIT	\$1,239 MM	\$1,333 MM	\$1,471 MM	\$1,066 MM
Compound Annual Growth Rate	0%	5%	12%	-9.6%

The cumulative SIBIT for the performance period of approximately \$1.066 billion represented almost 20% of net sales of approximately \$5.36 billion during the performance period and therefore, a 33% Trigger level award was earned. The number of shares earned by our named executive officers is shown in the table below:

Name ⁽¹⁾	Target Units Granted	Shares Earned (33%)	Shares Vested in 2014	Shares to Vest in 2015
Luther C. Kissam IV	27,500	9,075	4,538	4,537
Scott A. Tozier	6,600	2,178	1,089	1,089
Karen G. Narwold	5,700	1,881	941	940
Susan Kelliher	4,300	1,419	710	709
Amy Hebert	1,800	297	297	—

- (1) Mr. Wilson joined the Company in 2013 and thus did not receive a 2012-2013 PSU grant. Ms. Hebert resigned from the Company during 2013. After her resignation, 50% of her 2012-2013 PSU grants were forfeited.

PSU Grants

Consistent with the LTI grant mix used in 2011 and 2012, in February 2013, the Committee approved a grant of PSUs to certain LTI-eligible employees, including our named executive officers, as follows:

<u>Name⁽¹⁾</u>	2013 PSU Grants		
	<u>(Threshold 34%)</u>	<u>(Target 100%)</u>	<u>(Superior 200%)</u>
Luther C. Kissam IV	12,555 Units	36,924 Units	73,848 Units
Scott A. Tozier	2,511 Units	7,385 Units	14,770 Units
Karen G. Narwold	1,884 Units	5,539 Units	11,078 Units
Susan M. Kelliher	1,570 Units	4,616 Units	9,232 Units
Amy Hebert ⁽²⁾	1,256 Units	3,693 Units	7,386 Units

- (1) Mr. Wilson joined the Company after the 2013 PSU grant was made and thus did not receive a 2013 PSU grant.
(2) Ms. Hebert resigned from the Company during 2013. After her resignation, all of her 2013 PSU grants were forfeited consistent with the terms of each grant.

The 2013 PSU performance goals require achievement of financial goals over the 2013 and 2014 calendar years and are based on SIBIT, using the same definition as used for the 2013 AIP awards. The following table reflects the goals for this award at the respective award levels:

	<u>Threshold Level (34%)</u>	<u>Target Level (100%)</u>	<u>Superior Level (200%)</u>
2013 – 2014 Cumulative SIBIT	\$1,204 MM	\$1,333 MM	\$1,468 MM
Compound Annual Growth Rate	0%	7%	14%

The Threshold level of performance was set based on maintaining the 2012 level of performance (\$602 Million in SIBIT before changes in pension accounting) for both 2013 and 2014 and was believed to be achievable. The Target level of performance was set based on a 7% compounded growth in SIBIT that was believed to be aggressive, but obtainable. The Superior level of performance was set based on a 14% compounded growth in SIBIT that was believed to be realizable, but only with exceptional performance. As a retention-oriented element of our LTI plan, 33% of the Target level shares will be earned if EBITDA before special items is greater than 5% of net sales for the performance period, regardless of cumulative SIBIT performance.

Half of any shares earned will vest in early 2015 at the time the Committee evaluates the Company's 2013 and 2014 performance against the performance goals. The other half will vest on January 1, 2016.

Stock Option Grants

In February 2013, the Committee approved a grant of stock options to certain LTI-eligible employees, including our named executive officers, as follows:

<u>Names(1)</u>	<u>2013 Stock Options</u>
Luther C. Kissam IV	82,390
Scott A. Tozier	16,478
Karen G. Narwold	12,359
Susan M. Kelliher	10,299
Amy Hebert(2)	8,239

- (1) Mr. Wilson joined the Company after the 2013 stock option grant was made and thus did not receive a February 2013 stock option grant. As part of his hiring package, Mr. Wilson was granted 47,870 stock options with a three-year cliff vest on October 18, 2013 and 7,430 Restricted Stock Units with ratable vesting over 3 years (2,477 units vesting on October 18, 2014; 2,477 units vesting on October 18, 2015; and 2,476 units vesting on October 18, 2016).
- (2) Ms. Hebert resigned from the Company during 2013. After her resignation, all of her 2013 stock option grants were forfeited consistent with the terms of each grant.

The options have a five-year vesting period, with ratable vesting in equal thirds on the third, fourth, and fifth anniversaries of the grant.

2014

PSU Grants

In February 2014, the Committee changed the PSU grant performance measure from SIBIT to relative Total Shareholder Return and changed the performance period from two years to three years. This metric has been selected to emphasize the linkage between our pay-for-performance philosophy and shareholders' interests. The use of Total Shareholder Return is intended to focus Company leadership on multi-year enhanced value creation during the three-year performance period. Total Shareholder Return is calculated by dividing (a) the sum of the dividends paid during the performance period and the difference between the twenty-day average daily closing price of the Company's shares at the end and the beginning of the measurement period, by (b) the twenty-day average daily closing price of the Company's common shares at the beginning of the performance period. The Company's Total Shareholder Return is compared to the Total Shareholder Return of a peer group of companies in the Dow Jones Chemical Index as of February 2014 (the "TSR Peer Group") calculated on the same basis. The Threshold performance level for the PSU is at the 25th percentile of the TSR Peer Group and the Target performance level for the PSU is the 50th percentile of the TSR Peer Group.

Superior performance begins at the 75th percentile of the TSR Peer Group results. Performance at or above the Superior level will earn two times the Target level award. For performance that does not reach the Threshold level, no award will be earned. Performance between the Threshold and Target levels, and between Target and Superior levels, will be interpolated. These award levels are illustrated on the following table:

<u>Total Shareholder Return Relative to TSR Peer Group</u>	<u>Award Levels</u>
Less than the 25 th percentile	0%
25 th percentile (Threshold)	25%
50 th percentile (Target)	100%
75 th percentile (Superior)	200%

In February 2014, the Committee approved a grant of PSUs to certain LTI-eligible employees, including our named executive officers, as follows:

<u>Name</u>	<u>2014 PSU Grants</u>		
	<u>(Threshold 25%)</u>	<u>(Target 100%)</u>	<u>(Superior 200%)</u>
Luther C. Kissam IV	9,399 Units	37,594 Units	75,188 Units
Scott A. Tozier	2,115 Units	8,460 Units	16,920 Units
D. Michael Wilson	1,410 Units	5,640 Units	11,280 Units
Karen G. Narwold	1,410 Units	5,640 Units	11,280 Units
Susan M. Kelliher	1,175 Units	4,700 Units	9,400 Units

Half of any shares earned will vest in early 2017 at the time the Committee evaluates the three-year relative Total Shareholder Return performance against the performance of the TSR Peer Group. The other half will vest on January 1, 2018.

Performance-Based Restricted Stock Units

In February 2014, the Committee approved a one-time performance based restricted stock unit award linked to a two-year reduction in working capital goal. This award has been selected to provide an incentive to achieve a critical operational objective, to retain executive talent and to provide an incentive award that will vest during the transition period resulting from the Company's LTI transition from a two-year performance period to a three-year performance period.

Superior level performance will be achieved by decreasing working capital (measured at the end of the 2015 fiscal year) to 24.5% of 2015 revenues or less. Achievement of the Superior level performance will result in 100% of the award being earned. Decreasing working capital (measured at the end of the 2015 fiscal year) to 26.0% of 2015 revenues or less will result in 75% of the award being earned. In any other event, 50% of the award will be earned. Awards for performance between the specified performance measures will be interpolated.

<u>Working Capital Level</u>	<u>Award Levels</u>
27.8% or greater	50%
26%	75%
24.5% or less	100%

In February 2014, the Committee approved a grant of performance-based restricted stock units to certain LTI-eligible employees, including our named executive officers, as follows:

<u>Name</u>	<u>2014 Performance-Based Restricted Stock Units</u>		
	<u>(Threshold 50%)</u>	<u>(Target 75%)</u>	<u>(Superior 100%)</u>
Luther C. Kissam IV	18,797 Units	28,196 Units	37,594 Units
Scott A. Tozier	3,760 Units	5,640 Units	7,520 Units
D. Michael Wilson	2,820 Units	4,230 Units	5,640 Units
Karen G. Narwold	2,820 Units	4,230 Units	5,640 Units
Susan M. Kelliher	2,350 Units	3,525 Units	4,700 Units

Stock Option Grants

In February 2014, the Committee approved a grant of stock options to certain LTI-eligible employees, including our named executive officers, as follows:

<u>Names</u>	<u>2014 Stock Options</u>
Luther C. Kissam IV	81,801
Scott A. Tozier	18,405
D. Michael Wilson	12,270
Karen G. Narwold	12,270
Susan M. Kelliher	10,227

These options vest over a five-year period, with ratable vesting in equal thirds on the third, fourth, and fifth anniversaries of the grant date. Option awards were granted to provide an incentive to drive share price growth during the performance period and beyond.

Benefits

The Company provides named executive officers with the same benefits provided to other Albemarle employees including:

- Health and dental insurance (Company pays a portion of costs);
- Basic life insurance;
- Long-term disability insurance;
- Participation in the Savings Plan, including Company matching and defined contribution pension contributions;
- Participation in our Pension Plan, for those executives hired prior to 2004; and
- Matching charitable contributions.

Executive Deferred Compensation Plan (EDCP). We maintain a deferred compensation plan that covers executives who are limited in how much they can contribute to tax-qualified deferred compensation plans (such as our Savings plan). We maintain this plan in order to be competitive and because we want to encourage executives to save for their retirement. A participant in the EDCP may defer up to 50% of base salary and/or up to 100% of cash incentive awards. We also provide for employer contributions in the EDCP to provide executives with the same proportional benefits as are provided to all other employees but that cannot be provided under our tax-qualified plan because of statutory limitations that apply under that plan.

Defined Benefit Plan. Until April 1, 2004, we maintained a traditional tax-qualified defined benefit pension plan. In 2004, we implemented a new defined contribution pension benefit in our tax-qualified Savings Plan for all non-represented employees hired on or after April 1, 2004, and limited participation in the defined benefit pension plan to then-current participants. Mr. Kissam and Ms. Hebert joined the Company prior to April 1, 2004 and, as such, participated in the defined benefit pension plan. We also maintain a supplemental executive retirement plan (“SERP”) to provide participants with the difference between (i) the benefits they would actually accrue under the qualified defined benefit pension plan but for the maximum compensation and benefit limitations under the Code, and (ii) the benefits actually accrued under the qualified plan, which are subject to the Code’s compensation and benefit limits. Certain provisions of the SERP also permit the Committee to award key executives additional pension credits related to offset reduction in the qualified defined benefit pension plan as a mid-career hire. This provision was also limited to then-current participants in 2004 concurrent with the qualified plan changes.

In 2012, the Company announced that it was freezing accruals in the above-referenced tax-qualified and non-qualified (SERP) defined benefit plans effective December 31, 2014. Beginning on January 1, 2013, all of our named executive officers, regardless of hire date, participate in the same tax-qualified Savings Plan and non-qualified defined contribution plan (EDCP). A special defined benefit accrual is being provided to participating employees at all levels during the two-year transition period (2013 – 2014) which includes an offsetting calculation to ensure that participants do not receive double benefits in both the defined benefit and defined contribution plans during this period.

Beginning on January 1, 2013, the new defined contribution plan design provides all participating employees the opportunity to receive a Company contribution of eleven percent of their base and bonus earnings for the calendar year if they contribute at least nine percent of their base and bonus earnings to the Savings Plan. Such Company contributions go into the tax-qualified Savings Plan up to the compensation and benefit limitations under the Code, and after that are credited to an EDCP account.

Perquisites. Our perquisites are intended to be limited in nature, and are focused in areas directly related to a business purpose, or in helping to foster the health, security and well-being of our senior executives for the benefit of the Company.

In some cases, we have determined it is appropriate for senior management to belong to a golf or social club, so that the executives have a venue in which to entertain customers, and to interact with members of their communities.

When an executive is required to geographically relocate in order to join the Company, or is asked to relocate due to a change in their work location after joining the Company, we provide them with the same relocation package that is also offered to management and senior professional employees. Certain relocation expenses are grossed-up for taxes, as is the competitive practice within our Peer Group, and more broadly, in the general marketplace.

We also offer limited reimbursement for executive physical exams and financial planning. Our policy is to not provide tax gross-ups on such amounts to named executive officers.

Post Termination Payments

Severance Benefits and Change in Control Benefits. We believe that we should provide reasonable severance benefits if an executive's position is eliminated in the event of a change in control or, in the absence of a change in control, in certain other circumstances. It is our belief that the interests of shareholders are best served if the interests of our senior management are aligned with their interests by virtue of this protection. We also believe that providing these benefits helps to facilitate the recruitment of talented executives, and that, relative to the overall value of any potential transaction, these potential benefits are appropriately sized.

Pursuant to this philosophy, the Company maintains the Severance Pay Plan ("SPP") to provide severance payments to certain of our employees upon either (i) a termination of employment without cause in the absence of a change in control by reason of the elimination of the employee's position or a change to our organizational structure which results in a redesign of work processes and individual responsibilities affecting two or more individuals, subject to certain exceptions, or (ii) a termination of employment by the Company without cause or if the employee elects not to relocate if requested to do so following a change in control. For our named executive officers, the SPP provides severance payments only in the absence of a change in control upon (i) a termination of employment without cause by reason of the elimination of the employee's position or a change to our organizational structure which results in a redesign of work processes and individual responsibilities affecting two or more individuals, subject to certain exceptions, or (ii) a termination of employment pursuant to a good reason for resignation as defined in the SPP.

Severance payments to our named executive officers who are terminated in the event of a change in control are provided under their individual severance compensation agreements. The Company has entered into severance compensation agreements with each of Mr. Kissam, Mr. Tozier, Ms. Narwold and Ms. Kelliher. All of the agreements but Mr. Kissam's were entered into between 2011 and 2012, and include different provisions (described below) than does Mr. Kissam's older agreement.

The Committee periodically reviews these post-employment compensation arrangements, taking into consideration current external practices. The Committee has determined that both the terms and the payout levels are currently appropriate to accomplish the stated objective of each arrangement. The Committee considered the non-competition agreement that the Company would receive from the named executive officer in exchange for any post-employment termination benefits. The Committee believes that these arrangements are generally consistent with those arrangements being offered by the Peer Group. As a result, the Committee believes that the payout amounts under each of the arrangements are necessary to remain competitive in attracting and retaining executive talent and are reasonable compared to the benefits they provide to the Company.

As part of its analysis, the Committee annually projects potential severance payments including the tax gross-up (if any) on potential severance payments. The arrangement with Mr. Kissam provides a tax gross-up in the event an excise tax is imposed on change in control payments. The agreements for the other named executive officers do not provide for any such tax gross-up payments. The Company has not entered into any new agreements that provide for tax gross-ups on change of control payments since Mr. Kissam's agreement was entered into in October 2008. We currently cap gross-up payments at \$3 million for Mr. Kissam. When establishing the mix, levels and design of the various components of compensation, the Committee considers their impact on the potential for a tax gross-up with the intent of reducing any potential gross-up.

For additional information with respect to these arrangements, please see "Compensation of Executive Officers — Agreements with Executive Officers and Other Potential Payments upon Termination or a Change in Control" on page 59.

ADDITIONAL INFORMATION

We believe this additional information may assist you in better understanding our compensation practices and principles.

Role of the Committee and the CEO

The Committee, consisting entirely of independent Directors, is responsible for executive compensation. As part of the compensation-setting process each year, the Committee meets periodically with the CEO and the Senior Vice President, Human Resources to review a list of corporate performance goals and receives comments from members of the Board of Directors. The CEO recommends to the Committee the compensation amounts for each of our named executive officers, other than himself. The Committee has retained an independent compensation consultant, Pearl Meyer & Partners (PM&P), to provide advice on best practices and market developments. The CEO, the Senior Vice President, Human Resources, Human Resources staff members and the Committee's consultant attend Committee meetings and make recommendations regarding plan design and levels of compensation. However, only Committee members make decisions regarding executive compensation.

While the Committee will ask for advice and recommendations from management and PM&P, the Committee is responsible for executive compensation and as such:

- Sets named executive officer base salaries;

-
- Reviews financial and operational goals, performance measures and strategic and operating plans for the Company;
 - Establishes specific goals, objectives and potential rewards for the AIP and LTI plans;
 - Reviews annual and long-term performance against goals and objectives and approves payment of any incentive earned;
 - Reviews contractual agreements and benefits, including supplemental retirement and any payments which may be earned upon termination, and makes changes as appropriate;
 - Reviews incentive plan designs and makes changes as appropriate; and
 - Reviews total compensation to ensure compensation earned by named executive officers is fair and reasonable relative to corporate and individual performance.

Role of Compensation Consultant

The Committee retained PM&P to provide independent advice to the Committee. PM&P gathers and analyzes data at the direction of the Committee, advises the Committee on compensation standards and trends, and assists in the development of policies and programs. The Committee directs, approves and evaluates PM&P's work in relation to all executive compensation matters. The Committee considers PM&P to be independent from our management pursuant to SEC standards. Please see "Independence of the Executive Compensation Consultant" on page 14.

The Committee regularly meets with PM&P without management present. PM&P periodically meets with management, participates in Committee meetings throughout the year, reviews materials in advance, consults with the Chairperson of the Committee, provides to the Committee additional data on market trends and compensation design, and assesses recommendations for base salary and annual incentive awards for our named executive officers. PM&P may provide consulting advice to management outside the scope of executive compensation with the approval of the Committee, but this has not occurred to date. All work completed by PM&P, whether for the Committee or management, is subject to the approval of the Committee. The Committee does not delegate authority to PM&P.

Deductibility of Compensation

In determining the total compensation of each named executive officer, the Committee considers the tax deductibility of compensation. The Committee believes it is in our best interest and that of our shareholders to provide compensation that is tax deductible by the Company. While the Committee intends that all compensation be deductible, there may be instances where potentially non-deductible compensation is provided to reward executives consistent with our compensation philosophy for each compensation element.

Clawbacks

The 2008 Incentive Plan contains a forfeiture and recoupment policy provision for cash and equity awards paid to an awardee (including named executive officers and other recipients) in the event of a restatement of financial results due to the misconduct of the awardee or the failure of the awardee to prevent such misconduct. Awards can also be cancelled, forfeited, reduced, or recouped upon the occurrence of certain specified events, such as termination of employment for cause, violation of Company policies, breach of noncompetition or confidentiality covenants, or other conduct by an employee that is detrimental to the business or reputation of the Company.

Advisory Vote on Executive Compensation

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated by the SEC pursuant thereto, we are including a proposal in this Proxy Statement for a non-binding advisory resolution approving the compensation of our named executive officers for 2013. The vote on this proposal will be non-binding on the Board of Directors and will not be construed as overruling a decision by the Board of Directors. This vote will not create or imply any change to our fiduciary duties or create or imply any additional fiduciary duties for the Company or the Board. However, the Board of Directors values the opinions that our shareholders express in their votes and will consider the outcome of the vote as it may deem appropriate when making such future decisions with respect to executive compensation.

EXECUTIVE COMPENSATION COMMITTEE REPORT

The Executive Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this Proxy Statement with management and, based on such review and discussion, recommended to the Board of Directors that it be included in this Proxy Statement.

EXECUTIVE COMPENSATION COMMITTEE

John Sherman Jr., Chair
Joseph M. Mahady
James J. O'Brien
Barry W. Perry

March 28, 2014

COMPENSATION OF EXECUTIVE OFFICERS

Total Compensation of Our Named Executive Officers

The following table presents information for the fiscal years ended December 31, 2013, 2012 and 2011 relating to total compensation of our CEO, CFO, three other highest paid executive officers, and one additional individual for whom disclosure would have been provided based on compensation level but for the fact the individual was not serving as an executive officer at the end of the fiscal year ended December 31, 2013 (the “named executive officers”).

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ⁽¹⁾	Bonus	Stock Awards ⁽²⁾	Option Awards ⁽²⁾	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽⁷⁾	All Other Compensation ⁽⁸⁾	Total
Luther C. Kissam IV President and CEO	2013	\$ 800,000	\$ —	\$ 2,400,060 ⁽³⁾	\$ 1,600,014	\$ 88,000	\$ 405,686	\$ 128,594	\$ 5,422,354
	2012	800,000	—	1,818,850 ⁽⁴⁾	1,180,000	314,000	2,310,151	126,285	6,549,286
	2011	664,583	—	1,067,040 ⁽⁵⁾	735,200	1,260,000	846,946	71,936	4,645,705
Scott A. Tozier Senior Vice President, CFO	2013	443,750	—	480,025 ⁽³⁾	320,003	27,000	—	88,676	1,359,454
	2012	418,750	—	436,524 ⁽⁴⁾	290,000	100,000	—	145,642	1,390,916
	2011	368,205	—	1,965,600 ⁽⁵⁾	459,500	485,000	—	320,496	3,598,801
D. Michael Wilson Senior Vice President, President Catalyst Solutions	2013	106,615	—	478,864 ⁽³⁾	1,000,004	6,300 ⁽⁶⁾	—	5,726	1,597,509
Karen G. Narwold Senior Vice President, General Counsel, Corporate and Government Affairs, Corporate Secretary	2013	397,000	—	360,035 ⁽³⁾	240,012	24,000	—	75,494	1,096,541
	2012	384,750	—	662,048 ⁽⁴⁾	250,000	91,000	—	109,640	1,497,438
	2011	368,760	—	336,960 ⁽⁵⁾	211,370	400,000	—	65,399	1,382,489
Susan Kelliher Senior Vice President, Human Resources	2013	356,000	50,000 ⁽¹⁾	300,040 ⁽³⁾	200,007	21,480	—	74,572	1,002,099
	2012	289,199	100,000 ⁽¹⁾	589,926 ⁽⁴⁾	180,180	82,000	—	374,653	1,615,958
Amy E. Hebert Vice President, Catalysts (through September 16, 2013)	2013	226,058	—	240,045 ⁽³⁾	160,001	—	30,817	541,705	1,198,626

- (1) Salary amounts include cash compensation earned by each named executive officer during the applicable fiscal year, as well as any amounts earned in the applicable fiscal year but contributed into the Savings Plan and/or deferred at the election of the named executive officer into the EDCP. For a discussion of the deferred compensation program and amounts deferred by the named executive officers in fiscal year 2013, including earnings on amounts deferred, please see “Nonqualified Deferred Compensation” on page 58. Mr. Wilson’s 2013 salary amount represents a partial year since Mr. Wilson was hired on September 30, 2013. Mr. Wilson’s salary on an annualized basis is \$420,000. As part of Mr. Wilson’s hiring package, he will be receiving a cash sign on bonus with the first installment of \$100,000 payable in 2014, and the final installment of \$150,000 payable in 2015; no payment was made in 2013. As part of Ms. Kelliher’s hiring package she received a sign on bonus in the amount of \$100,000 in 2012, an additional \$50,000 in 2013, and will receive another \$50,000 in 2014. Also, Mr. Kissam’s 2011 salary includes a lump sum of \$58,333 paid to Mr. Kissam in February 2012, correcting an administrative error that caused his base salary to be understated by that same amount over the period of September 1, 2011 through December 31, 2011.

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- (2) The amount represents the aggregate grant date fair value of stock or option award(s) recognized in the fiscal year in accordance with FASB ASC Topic 718. This amount does not reflect our accounting expense for these award(s) during the year and does not correspond to the actual cash value that will be recognized by the named executive officer when received. For assumptions for 2013 awards, please see Note 14 to our Consolidated Financial Statements beginning on page 74 of the Annual Report for the fiscal year ended December 31, 2013. For assumptions for 2012 awards, please see Note 14 to our Consolidated Financial Statements beginning on page 79 of the Annual Report for the fiscal year ended December 31, 2012. For assumptions for 2011 awards, please see Note 14 to our Consolidated Financial Statements beginning on page 73 of our Annual Report for the fiscal year ended December 31, 2011. Information on individual equity awards granted to each of the named executive officers in fiscal year 2013 is set forth in the section entitled "Grants of Plan-Based Awards" on page 50.
- (3) Amounts for fiscal year 2013 include PSU awards calculated at 100% of Target level. The maximum amount payable for Superior level performance on our 2013 PSU award is 200% of Target level. The aggregate grant fair value at the Superior level of 200% for each of the named executive officers is: Mr. Kissam \$4,800,120; Mr. Tozier \$960,050; Ms. Narwold \$720,070; Ms. Kelliher \$600,080; and Ms. Hebert \$480,090. Also includes an October 2013 Restricted Stock Unit award granted to Mr. Wilson of 7,430 shares with a grant date fair value of \$478,864 assuming a price per share of \$64.45, which represents the closing price of our Common Stock on the date of grant that is discounted for the non-payment of dividends.
- (4) Amounts for fiscal year 2012 include PSU awards calculated at 100% of Target level. The maximum amount payable for Superior level performance on our 2012 PSU award is 200% of Target level. The aggregate grant fair value at the Superior level of 200% for each of the named executive officers is: Mr. Kissam \$3,637,700; Mr. Tozier \$873,048; Ms. Narwold \$753,996; and Ms. Kelliher \$536,640. Also includes an April 2012 Restricted Stock Unit award granted to Ms. Kelliher of 5,100 shares with a grant date fair value of \$321,606 assuming a price per share of \$63.06, which represents the closing price of our Common Stock on the date of grant that is discounted for the non-payment of dividends. Also includes a December 2012 Restricted Stock Unit award granted to Ms. Narwold of 5,000 shares with a grant date fair value of \$285,050 assuming a price per share of \$57.01, which represents the closing price of our Common Stock on the date of grant that is discounted for the non-payment of dividends.
- (5) Amounts for fiscal year 2011 include PSU awards calculated at 100% of Target level. The maximum amount payable for Superior level performance on our 2011 PSU award is 200% of Target level. The aggregate grant fair value at the Superior level of 200% for each of the named executive officers is: Mr. Kissam \$2,134,080; Mr. Tozier \$1,123,200; and Ms. Narwold \$673,920. Also includes a January 2011 Restricted Stock award granted to Mr. Tozier of 25,000 shares with a grant date fair value of \$1,404,000 assuming a price per share of \$56.16, which represents the closing price of our Common Stock on the date of grant.
- (6) Mr. Wilson's Non-Equity Incentive Plan Compensation was prorated due to his hire date in September 2013.
- (7) Includes the actuarial increases in the present values of the named executive officers' benefits under our pension plans determined using interest rate and mortality rate assumptions consistent with those used in our financial statements. For a full description of the pension plan assumptions used by us for financial reporting purposes, see Note 17 to our Consolidated Financial Statements beginning on page 80 of the 2013 Annual Report.

(8) All other compensation amounts include:

<u>Name</u>	<u>Year</u>	<u>Company Contributions to Albemarle</u>		<u>Company Contributions to Defined Contribution Retirement Benefit in Savings Plan</u>	<u>Company Contributions to Nonqualified Deferred Compensation Plan</u>	<u>Dividends Paid on Restricted Stock</u>	<u>Country Club Dues</u>	<u>Executive Physical Exam</u>	<u>Executive Supplemental LTD</u>	<u>Other</u>	<u>Total</u>
		<u>401K Plan</u>	<u>Plan</u>								
Luther C. Kissam IV	2013	\$ 12,575	\$ 12,750	\$ 12,750	\$ 97,215	\$ —	\$ —	\$ —	\$ 1,784	\$ 4,270 ^(b)	\$ 128,594
	2012	12,500	20,500 ^(a)	81,688 ^(a)	6,250	—	—	1,784	3,563 ^(c)	126,285	
	2011	12,250	—	20,979 ^(b)	15,666	7,697	3,300	1,784	10,260 ^{(c)(i)}	71,936	
Scott A. Tozier	2013	12,575	12,750	31,938	9,333	—	2,859	1,499	17,723 ^(c)	88,677	
	2012	12,500	12,500	41,125	14,375	—	4,308	1,499	59,335 ^{(c)(e)}	145,642	
	2011	12,250	12,250	12,321	12,375	—	3,773	749	266,778 ^{(c)(f)}	320,496	
D. Michael Wilson	2013	—	5,331	—	—	—	—	—	395 ^(d)	5,726	
Karen G. Narwold	2013	12,575	12,750	25,805	4,600	—	2,406	1,837	15,521 ^(c)	75,494	
	2012	12,500	12,500	33,475	6,750	—	3,906	1,837	38,672 ^(c)	109,640	
	2011	12,250	12,250	18,126	9,525	—	4,661	918	7,669 ^(f)	65,399	
Susan Kelliher	2013	12,575	12,750	25,385	—	—	4,637	1,559	17,666 ^{(c)(d)}	74,572	
	2012	12,500	12,500	3,920	—	—	—	520	345,213 ^{(c)(e)}	374,653	
Amy E. Hebert	2013	12,575	12,750	5,134	—	—	3,702	533	507,011 ^{(c)(g)}	541,705	

- (a) Amount for Mr. Kissam represents a one-time special employer contribution into the defined contribution pension benefit (“DCPB”) account which is part of our defined contribution Savings Plan (\$20,500) and into the nonqualified Executive Deferred Compensation Plan (“EDCP”) (\$54,188) for the amount of this contribution that exceeded the IRS limits. This one-time special employer contribution was made for active participants in the defined benefit pension plan as part of the defined benefit pension plan redesign. Please see “Retirement Benefits” on page 56 for further information.
- (b) Includes \$18,063 based on amount reported in 2011 W2 plus an additional \$2,916 for the amount of retroactive pay earned in 2011 but paid in 2012. Please see footnote 1 in the Summary Compensation Table for further information concerning the understatement of payment due to an administrative error.
- (c) Amounts represent personal financial consulting expenses paid by the Company on behalf of the named executive officers. The amount of expense paid in 2013 for Mr. Tozier (\$17,723), Ms. Narwold (\$15,521), and Ms. Kelliher (\$17,000) did not include any tax gross-ups. The amount paid in 2013 for Ms. Hebert (\$27,011) included a \$12,308 tax gross-up. The amount of expense paid in 2012 for Mr. Kissam (\$3,563), and Mr. Tozier (\$18,640) did not include any tax gross-ups. The amount of expense paid in 2012 for Ms. Kelliher (\$18,182) included a \$1,182 tax gross-up. The amount of expense paid in 2011 for Mr. Kissam (\$2,841), and Mr. Tozier (\$6,008) did not include any tax gross-ups.
- (d) Includes relocation expenses for Ms. Kelliher of \$666 for non-taxable relocation expenses. Also includes relocation expenses for Mr. Wilson of \$395, which includes \$143 of tax gross-up pursuant to the Albemarle relocation policy.
- (e) Includes relocation expenses for Mr. Tozier of \$740 relating to storage costs, which includes \$307 of tax gross-up pursuant to the Albemarle relocation policy; and \$39,956 for non-taxable relocation expenses relating to moving household goods. Includes relocation expenses for Ms. Narwold of \$38,672 relating to temporary living, which includes \$16,049 of tax gross-up pursuant to the Albemarle relocation policy. Also includes relocation expenses for Ms. Kelliher of \$302,693 relating to a loss on the sale of her home, storage costs, temporary living and relocation lump sum allowances, which includes \$95,500 of tax gross-up pursuant to the Albemarle relocation policy; and \$24,338 for non-taxable relocation expenses relating to moving household goods.

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- (f) Includes relocation expenses for Mr. Tozier of \$156,706 relating to a loss on the sale of his home, which includes \$49,206 of tax gross-up pursuant to the Albemarle relocation policy; \$97,911 relating to new home costs, storage costs, temporary living and relocation lump sum allowances, which includes \$28,829 of tax gross-up pursuant to the Albemarle relocation policy; and \$6,153 for non-taxable relocation expenses relating to moving household goods. Also includes relocation expenses for Ms. Narwold of \$7,669 relating to temporary living, which includes \$2,420 of tax gross-up pursuant to the Albemarle relocation policy.
 - (g) Includes a severance payment of \$480,000 for Amy Hebert.
 - (h) Includes \$4,270 for personal use of Company aircraft which did not include a tax gross-up.
 - (i) Includes \$7,419 for personal use of Company aircraft which did not include a tax gross-up.

Compensation Risk Assessment

As part of its oversight of the Company's executive compensation program, the Executive Compensation Committee considers the impact of the Company's executive compensation program and the incentives created by the compensation awards that it administers, on the Company's risk profile. In addition, the Company reviews all of its employee, including non-executive, compensation policies and procedures, including the incentives that they create and factors that may reduce the likelihood of excessive risk taking, to determine whether they present a significant risk to the Company. At the Executive Compensation Committee's direction, our Senior Vice President of Human Resources and her staff, together with our Chief Risk and Compliance Officer and a member of our internal audit team, conducted a risk assessment of our compensation programs. This assessment included, but was not limited to, evaluation of each compensation program based on the following categories: (i) performance measures, (ii) funding, (iii) performance period, (iv) pay mix, (v) goal setting and leverage, and (vi) controls and processes.

The Executive Compensation Committee reviewed the findings of the assessment and concluded that our compensation programs are designed with the appropriate balance of risk and reward in relation to our overall business strategy and that the balance of compensation elements discourages excessive risk taking. The Executive Compensation Committee therefore determined that the risks arising from our compensation policies and practices for employees are not reasonably likely to have a material adverse effect on the Company. In its discussions, the Executive Compensation Committee considered the attributes of our programs, including:

- the balance between annual and longer-term performance opportunities;
- alignment of our programs with business strategies focused on long-term growth and sustained shareholder value;
- dependence upon the achievement of specific corporate and individual performance goals that are objectively determined with verifiable results. These corporate goals include both financial and stewardship metrics (such as achievement of environmental, health and safety goals) and have pre-established threshold, target and maximum award limits;
- the Executive Compensation Committee's ability to consider non-financial and other qualitative performance factors in determining actual compensation payouts;
- stock ownership guidelines that are reasonable and align executives' interests with those of our shareholders; and
- forfeiture and recoupment policy provisions in the 2008 Incentive Plan for cash and equity awards paid to named executive officers and other recipients in the event there is a restatement of incorrect financial results and upon the occurrence of certain specified events.

Grants of Plan-Based Awards

The 2008 Incentive Plan serves as the core program for the performance-based compensation components of our named executive officers' total compensation. In early 2008, our shareholders approved the 2008 Incentive Plan, which defines the incentive arrangements for eligible participants and:

- authorizes the granting of annual cash incentive awards, stock options, stock appreciation rights, performance shares, restricted stock, restricted stock units and other incentive awards, all of which may be made subject to the attainment of performance goals recommended by management and approved by the Committee;
- provides for the enumeration of the business criteria on which an individual's performance goals are to be based; and
- establishes the maximum share grants or awards (or, in the case of incentive awards, the maximum compensation) that can be paid to a participant under the 2008 Incentive Plan.

With the exception of significant promotions and new executive hires, grants generally are made at the first meeting of the Executive Compensation Committee each year following the availability of the financial results for the prior year. Our last awards made to our named executive officers were made on January 31, 2011 for the 2011 LTI, February 24, 2012 for the 2012 LTI, February 22, 2013 for the 2013 LTI, and February 24, 2014 for the 2014 LTI. These awards consisted of stock options, PSUs and RSUs. The 2011 and 2012 awards of stock options vest ratably over the three years from the grant date whereas the 2013 and 2014 awards of stock options have been lengthened to ratably vest on the third, fourth, and fifth anniversaries of the grant date. The awards of PSUs and RSUs vest 50% at the time the Executive Compensation Committee determines the performance relative to the goals at the end of the two-year performance period and the remaining 50% vests on the following January 1st. For additional information with respect to these awards, please see "Compensation Discussion and Analysis" beginning on page 27.

The following table presents information regarding grants of plan-based awards to our named executive officers during the fiscal year ended December 31, 2013.

GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽¹⁾			All Other Stock Awards: Number of Stocks or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Aggregate Fair Value of Stock and Option Awards
		Threshold	Target	Max	Threshold	Target	Max				
		(\$)	(\$)	(\$)	(# of shares)	(# of shares)	(# of shares)				
Luther C. Kissam IV	2/22/2013	\$ 0	\$ 880,000	\$ 2,640,000							
	2/22/2013				12,555	36,924	73,848				\$ 2,400,060 ⁽²⁾
Scott A. Tozier	2/22/2013	\$ 0	\$ 270,000	\$ 810,000							
	2/22/2013				2,511	7,385	14,770		82,390 ⁽³⁾	\$ 65.00	\$ 1,600,014 ⁽³⁾
D. Michael Wilson	10/18/2013	\$ 0	\$ 252,000	\$ 756,000							
	10/18/2013							7,430 ⁽⁴⁾			\$ 478,864 ⁽⁴⁾
Karen G. Narwold	2/22/2013	\$ 0	\$ 240,000	\$ 720,000							
	2/22/2013				1,884	5,539	11,078		16,478 ⁽³⁾	\$ 65.00	\$ 320,003 ⁽³⁾
Susan Kelliher	2/22/2013	\$ 0	\$ 214,800	\$ 644,400							
	2/22/2013				1,570	4,616	9,232		47,870 ⁽⁴⁾	\$ 67.30	\$ 1,000,004 ⁽⁴⁾
Amy E. Hebert ⁽⁵⁾	2/22/2013	\$ 0	\$ 0	\$ 0							
	2/22/2013				1,256	3,693	7,386		12,359 ⁽³⁾	\$ 65.00	\$ 240,012 ⁽³⁾
									10,299 ⁽³⁾	\$ 65.00	\$ 300,040 ⁽²⁾
											\$ 200,007 ⁽³⁾
											\$ 240,045 ⁽²⁾
											\$ 160,001 ⁽³⁾

⁽¹⁾ For additional information with respect to the AIP and PSU awards, please see "Compensation Discussion and Analysis" beginning on page 27.

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- (2) Reflects the full grant date fair market value of the PSU award made February 22, 2013 calculated at Target level that vests 50% in 2015 and 50% in 2016 if certain performance targets are met. Assumes a price per share of \$65.00, which represents the closing price of our Common Stock as of the date of the grant. However, if the individual retires, becomes disabled, dies or is terminated by the Company without cause after year one of the measurement period (i.e., after 12/31/2013), then the individual could become vested only in 50% of the award based on the December 31, 2013 calculated metrics.
- (3) On February 22, 2013, the Executive Compensation Committee approved grants of 82,390, 16,478, 12,359 and 10,299, and 8,239 options to Mr. Kissam, Mr. Tozier, Ms. Narwold, Ms. Kelliher, and Ms. Hebert, respectively, under the 2008 Incentive Plan. Assumes a fair value per share of \$19.42 under the Black Scholes fair value model. The exercise price of each stock option is \$65.00, which represents the closing price of our Common Stock as of the date of the grants. The options will vest in three increments on the third, fourth, and fifth anniversaries of the date of grant, or February 22, 2016, 2017 and 2018. The expiration date of the options is ten years from date of grant. If the individual terminates employment with us for any reason prior to the full vesting of such award, the unvested portions of such award will be forfeited. As such, Ms. Hebert forfeited such award. However, if the individual retires, becomes disabled, or dies after the first anniversary of the grant date, then the individual will become vested in a pro-rata portion of the stock options at that time.
- (4) On October 18, 2013, the Executive Compensation Committee approved grants of 47,870 stock options and 7,430 restricted stock units as part of Mr. Wilson's employment with the Company. Mr. Wilson was hired on September 30, 2013. The stock option grant assumes a fair value per share of \$20.89 under the Black Scholes fair value model. The exercise price of each stock option is \$67.30, which represents the closing price of our Common Stock as of the date of the grant. The options will cliff vest on the third anniversary of the grant date, October 18, 2016. The expiration date of the options is ten years from date of grant. If Mr. Wilson terminates his employment with us for any reason prior to the vesting of such award, such award will be forfeited. However, if Mr. Wilson retires, becomes disabled, dies or is terminated by the Company without cause after the first anniversary of the grant date, then he will become vested in a pro-rata portion of the stock options at that time. The restricted stock units award will vest ratably in three increments on the first, second and the third anniversaries of the date of grant, or October 18, 2014, 2015 and 2016. If Mr. Wilson terminates his employment for any reason prior to the full vesting of such award, then the unvested portions of such award will be forfeited. However, if Mr. Wilson dies or becomes disabled, then all shares of the restricted stock unit that are not then vested shall become vested as of the date of his death or of him becoming disabled.
- (5) Ms. Hebert resigned from the Company during 2013 and therefore will not receive any payouts under the non-equity incentive plan or equity incentive plan awards made to her in February 2013.

Outstanding Equity Awards at Fiscal Year-End

The following table presents information concerning the number and value of unexercised options, non-vested stock (including restricted stock, restricted stock units or performance units) and incentive plan awards for the named executive officers outstanding as of the end of the fiscal year ended December 31, 2013.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Grant Date ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽²⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽²⁾ (\$)
Luther C. Kissam IV	100,000		1-Apr-09	\$ 22.45	31-Mar-19				
	36,000		12-Mar-10	\$ 41.94	11-Mar-20				
	26,667	13,333	31-Jan-11	\$ 56.16	30-Jan-21				
	19,667	39,333	24-Feb-12	\$ 66.14	23-Feb-22				
		82,390	22-Feb-13	\$ 65.00	21-Feb-23			19,000 ⁽³⁾	\$ 1,204,410 ⁽³⁾
								9,075 ⁽⁴⁾	\$ 575,264 ⁽⁴⁾
								12,555 ⁽⁵⁾	\$ 795,861 ⁽⁵⁾
Scott A. Tozier	4,834	25,000	31-Jan-11	\$ 56.16	30-Jan-21				
		9,666	24-Feb-12	\$ 66.14	23-Feb-22				
		16,478	22-Feb-13	\$ 65.00	21-Feb-23				
						8,333 ⁽⁶⁾	\$ 528,229 ⁽⁶⁾		
								10,000 ⁽³⁾	\$ 633,900 ⁽³⁾
								2,178 ⁽⁴⁾	\$ 138,063 ⁽⁴⁾
								2,511 ⁽⁵⁾	\$ 159,166 ⁽⁵⁾
D. Michael Wilson		47,870	18-Oct-13	\$ 67.30	17-Oct-23				
						7,430 ⁽¹⁰⁾	\$ 470,988 ⁽¹⁰⁾		
Karen G. Narwold	30,000		13-Sep-10	\$ 42.13	12-Sep-20				
	7,667	3,833	31-Jan-11	\$ 56.16	30-Jan-21				
	4,167	8,333	24-Feb-12	\$ 66.14	23-Feb-22				
		12,359	22-Feb-13	\$ 65.00	21-Feb-23				
						5,000 ⁽⁷⁾	\$ 316,950 ⁽⁷⁾		
								6,000 ⁽³⁾	\$ 380,340 ⁽³⁾
								1,881 ⁽⁴⁾	\$ 119,237 ⁽⁴⁾
								1,884 ⁽⁵⁾	\$ 119,427 ⁽⁵⁾
Susan Kelliher	3,033	6,067	20-Apr-12	\$ 65.44	19-Apr-22				
		10,299	22-Feb-13	\$ 65.00	21-Feb-23				
						3,400 ⁽⁸⁾	\$ 215,526 ⁽⁸⁾		
								1,419 ⁽⁴⁾	\$ 89,950 ⁽⁴⁾
								1,570 ⁽⁵⁾	\$ 99,522 ⁽⁵⁾

Amy E. Hebert⁽⁹⁾

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- (1) The vesting dates for the stock options outstanding are as follows per option grant date:
- | | |
|------------|--|
| 4/1/2009 | cliff vested on third anniversary of grant date, or April 1, 2012 |
| 3/12/2010 | vested in three increments on the first, second and third anniversaries of the date of grant, or March 12, 2011, 2012 and 2013 |
| 9/13/2010 | cliff vested on third anniversary of grant date, or September 13, 2013 |
| 1/31/2011 | vests in three increments on the first, second and third anniversaries of the date of grant, or January 31, 2012, 2013 and 2014 (except for Mr. Tozier's stock option award which cliff vests on third anniversary of grant date, or January 31, 2014) |
| 2/24/2012 | vests in three increments on the first, second and third anniversaries of the date of grant, or February 24, 2013, 2014 and 2015 |
| 4/20/2012 | vests in three increments on the first, second and third anniversaries of the date of grant, or April 20, 2013, 2014 and 2015 |
| 2/22/2013 | vests in three increments on the third, fourth, and fifth anniversaries of the date of grant, or February 22, 2016, 2017 and 2018 |
| 10/18/2013 | Cliff Vests on the third anniversary of grant date, or October 18, 2016. |
- (2) Based on the closing price per share of Common Stock on December 31, 2013, which was \$63.39.
- (3) Reflects the remaining 50% of the PSU award grant in 2011 that vested 50% in 2013. The remaining 50% vested on January 1, 2014. The award was earned at a 200% Superior level (the maximum amount). The PSU award converts 1-for-1 into shares of our Common Stock upon vesting. For further information on the PSU awards, please see "Compensation Discussion and Analysis" beginning on page 27.
- (4) Reflects a PSU award grant in 2012 that vested 50% in 2014 with the remaining 50% vesting on January 1, 2015. Assumes 100% vesting of the award at a 33% Trigger level. The PSU award converts 1-for-1 into shares of our Common Stock upon vesting. For further information on the PSU awards, please see "Compensation Discussion and Analysis" beginning on page 27.
- (5) Reflects a PSU award grant in 2013 that if earned will vest 50% in 2015 with the remaining 50% vesting on January 1, 2016. Assumes 100% vesting of the award at a 34% Threshold level. The PSU award converts 1-for-1 into shares of our Common Stock upon vesting. For further information on the PSU awards, please see "Compensation Discussion and Analysis" beginning on page 27.
- (6) Reflects one-third of the 25,000 shares of restricted stock granted on January 31, 2011 that vested in three equal increments as of the first, second and third anniversaries of the date of grant, or January 31, 2012, 2013 and 2014, respectively. Dividends are paid on these shares of restricted stock.
- (7) Reflects a grant of 5,000 restricted stock units granted on December 12, 2012 that cliff vests on the third anniversary of the date of grant, December 12, 2015. The restricted stock unit awards convert 1-for-1 into shares of our Common Stock upon vesting.
- (8) Reflects a grant of 5,100 restricted stock units granted on April 20, 2012 that vests in three equal increments on July 1, 2013, April 20, 2014 and April 20, 2015, respectively. The restricted stock unit awards convert 1-for-1 into shares of our Common Stock upon vesting.
- (9) Ms. Hebert resigned from the Company in September 2013. As of December 31, 2013, she had no outstanding equity awards.
- (10) Reflects a grant of 7,430 restricted stock units granted on October 18, 2013 that vests in three equal installments on the first, second and third anniversaries of the date of grant, or October 18, 2014, 2015, and 2016.

Option Exercises and Stock Vested

The following table presents information concerning the exercise of stock options and the vesting of stock (including restricted stock, restricted stock units or performance units) for the named executive officers during the fiscal year ended December 31, 2013.

OPTION EXERCISES AND STOCK VESTED

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Luther C. Kissam IV	—	\$ —	20,000	\$ 1,242,400 ⁽⁴⁾
	—	—	19,000	1,235,000 ⁽⁵⁾
Scott A. Tozier	—	—	8,333	520,729 ⁽⁶⁾
	—	—	10,000	650,000 ⁽⁵⁾
D. Michael Wilson	—	—	—	—
Karen G. Narwold	—	—	5,000	315,900 ⁽⁹⁾
	—	—	6,000	390,000 ⁽⁵⁾
Susan Kelliher	—	—	1,700	105,893 ⁽⁷⁾
Amy E. Hebert	4,500	157,076 ⁽¹⁾	—	—
	3,134	36,613 ⁽²⁾	—	—
	1,334	1,497 ⁽³⁾	—	—
	—	—	2,000	124,240 ⁽⁴⁾
	—	—	1,700	110,500 ⁽⁵⁾
	—	—	1,997	126,510 ⁽⁸⁾

- (1) On February 19, 2013, Ms. Hebert exercised and sold options for (i) 2,000 shares of Common Stock at grant price of \$41.94 and a sale price of \$65.9945; and (ii) 2,500 shares of Common Stock at grant price of \$22.45 and a sale price of \$66.0368.
- (2) On October 1, 2013, Ms. Hebert exercised and sold options for (i) 2,134 shares of Common Stock at grant price of \$56.16 and a sale price of \$63.3053; and (ii) 1,000 shares of Common Stock at grant price of \$41.94 and a sale price of \$63.3053.
- (3) On November 4, 2013, Ms. Hebert exercised and sold options for 1,334 shares of Common Stock at grant price of \$66.14 and a sale price of \$67.2624.
- (4) A PSU award granted in 2010 vested on January 1, 2013. The value realized on vesting was calculated using a value of \$62.12 per share, which was the closing price of our Common Stock on the NYSE on December 31, 2012. This represents the final 50% of the award based on meeting certain performance requirements.
- (5) A PSU award granted in 2011 vested on February 22, 2013. The value realized on vesting was calculated using a value of \$65.00 per share, which was the closing price of our Common Stock on the NYSE on February 21, 2013. This represents 50% of the award. The remaining 50% vested on January 1, 2014.
- (6) The second increment of 8,333 shares out of a total of 25,000 shares of restricted stock granted on January 31, 2011 vested on January 31, 2013. The award vested in three equal increments as of the first, second, and third anniversaries of the date of grant, or January 31, 2012, 2013, and 2014, respectively. The amount shown is using a value of \$62.49 per share, which was the closing price of our Common Stock on the NYSE on January 30, 2013.
- (7) Reflects the vesting of the first increment of 1,700 out of a total 5,100 restricted stock units granted on April 20, 2012 that vests in three equal increments as of July 1, 2013, April 20, 2014 and April 20, 2015, respectively. The amount shown is using a value of \$62.29 per share, which was the closing price of our Common Stock on the NYSE on June 28, 2013.
- (8) Reflects the pro-rata vesting of PSUs granted on January 31, 2011 for 1,700 units and PSUs granted on February 24, 2012 for 297 units calculating the value realized on vesting of \$63.35 per share, which was the closing price of our Common Stock on the NYSE on September 16, 2013, which was Ms. Hebert's resignation date.
- (9) Reflects one-third of the 15,000 shares of restricted stock granted on September 13, 2010, that vested on September 13, 2013. The value realized on vesting was calculated using a value of \$63.18 per share, which was the closing price of our Common Stock on the NYSE on September 13, 2013.

Retirement Benefits

Pension Benefits Table

In 2004, we implemented a new defined contribution retirement pension benefit (“DCPB”) in the Albemarle Corporation Savings Plan (“Savings Plan”) for all non-represented employees hired on or after April 1, 2004. Non-represented employees hired prior to that date continued to participate in our defined benefit pension plan.

On October 1, 2012, the Board of Directors approved an amendment to our retirement plans to freeze accrued benefits in the Albemarle Corporation Pension Plan (“Pension Plan”) and Albemarle Corporation Supplemental Executive Retirement Plan (“SERP”) effective December 31, 2014, and to provide for non-represented employees hired before April 1, 2004 who are participants in the Pension Plan to (i) become eligible for the DCPB in the Savings Plan effective January 1, 2013, and (ii) receive a one-time employer discretionary contribution in the Savings Plan in December 2012. In addition, the Board of Directors authorized application of a higher benefit formula for calculating accrued benefits in 2013 and 2014 only, as well as including an offset factor that would be applied to accrued benefits earned in 2013 and 2014.

The following table presents information concerning the Pension Plan and the SERP. The Pension Plan provides for payments or other benefits to our named executive officers at, following, or in connection with retirement. To the extent benefits under the Pension Plan exceed limits imposed under applicable provisions of the Code, they will be paid under the SERP.

PENSION BENEFITS

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit \$(2)(4)	Payments During Last Fiscal Year (\$)
Luther C. Kissam IV	Pension Plan	10.3325(1)	\$ 274,355	—
	SERP(3)	10.2500(1)	\$ 4,680,085	—
Scott A. Tozier	Pension Plan	N/A	N/A	N/A
	SERP	N/A	N/A	N/A
D. Michael Wilson	Pension Plan	N/A	N/A	N/A
	SERP	N/A	N/A	N/A
Karen G. Narwold	Pension Plan	N/A	N/A	N/A
	SERP	N/A	N/A	N/A
Susan Kelliher	Pension Plan	N/A	N/A	N/A
	SERP	N/A	N/A	N/A
Amy E. Hebert	Pension Plan	17.5680	\$ 302,759	N/A
	SERP(3)	17.5680	\$ 23,879	\$ 1,483

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- (1) The differences in service between the Pension Plan and the SERP are generally due to rounding differences. The qualified plan bases credited service on hours worked during the year, whereas the SERP special 4% pension benefit bases credited service on the completed years and months of employment.
 - (2) For the Pension Plan, pension earnings are limited by the 401(a)(17) pay limit. A temporary supplemental early retirement allowance of \$5 per month per year of service is payable from the Pension Plan for participants who retire at age 60 with at least 15 years of service. SERP pay for the special 4% benefit includes 100% of cash incentive bonuses paid during the year.
 - (3) All named individuals are vested in their SERP benefits.
 - (4) The present value of accumulated benefits including supplements, if any, is based on the actuarial present value of benefits payable at age 60, the earliest age at which unreduced benefits are payable. The following assumptions were used to determine the above present values:
 - discount rates of 4.10% and 4.79% as of December 31, 2012 and 2013, respectively;
 - the Pension Plan and SERP accrued benefit freeze date of December 31, 2014;
 - payment form of a life annuity with a 60-month guarantee of payments from the qualified Pension Plan, and a lump sum from the SERP; and
 - mortality based on the RP2000 combined healthy table with mortality improvements projected to 2014 and RP2013 annuitant combined healthy PPA table as of December 31, 2012 and 2013, respectively.

The benefit formula under the Pension Plan is based on the participant's final average earnings, which are defined as the average of the highest three consecutive calendar years' earnings (base pay plus 50% of incentive awards paid in any fiscal year) during the ten consecutive calendar years immediately preceding the date of determination. Benefits under the Pension Plan are computed on the basis of a life annuity with 60 months of guaranteed payments. The benefits listed in the above compensation table (other than short service benefits under the SERP) are not subject to deduction for Social Security or other offset payments.

Supplemental Executive Retirement Plan. The SERP is a nonqualified defined benefit pension plan that provides eligible individuals the difference between the benefits they would actually accrue under the qualified Pension Plan but for the maximum benefit and compensation limitations under the qualified plan and deferrals of their compensation under our EDCP, and the benefits they actually accrue under the qualified Pension Plan. SERP benefits are paid in a lump sum on the later of (i) age 55 (65 if the employee has not completed at least ten years of service with us) and (ii) the employee's separation from service (except that for key employees, as defined under relevant law, not earlier than six months after the employee's separation from service).

In addition to the retirement benefits provided under the Pension Plan and the SERP, which are reflected in the table above, certain key employees may be granted special pension benefits equal to 4% of the employee's average pay over the highest three consecutive years of service before the determination date, multiplied by the number of years of service up to 15 years, net of certain other benefits (including amounts received under the qualified and nonqualified plans); these benefits vest only after the employee has completed five years of service with us and are paid on the later of (i) age 55 (65 if the employee has not completed at least ten years of service with us) and (ii) the employee's separation from service (except that for key employees as defined under relevant law, not earlier than six months after the employee's separation from service). All such benefits shall be paid in one lump sum payment. These benefits have been granted to Mr. Kissam. All benefits under the SERP will be immediately paid (except that for key employees as defined under relevant law, not earlier than six months after the employee's separation from service) if, within 24 months following a change in control, a participant's employment is terminated.

The SERP is administered by our Employee Relations Committee, which consists of employees appointed by the CEO and the Senior Vice President, Human Resources. The Board or the Executive Compensation Committee of the Board may generally amend or terminate the SERP at any time. Certain amendments to the SERP may also be approved by the Employee Relations Committee.

In 2005, we amended and restated the SERP. Some of the amendments to the SERP were made to ensure compliance with Section 409A of the Code, enacted as part of the American Jobs Creation Act of 2004 (“Code Section 409A”), which imposes restrictions and requirements that must be satisfied in order to assure the deferred taxation of benefits as intended by the SERP. In 2012, the Board of Directors further amended the SERP (i) to remove the current provisions for freezing Final Average Compensation (as defined in the SERP) on and after December 31, 2012, and (ii) to freeze all benefits under the SERP as of December 31, 2014, which is consistent with the changes under our qualified Pension Plan.

Nonqualified Deferred Compensation

Executive Deferred Compensation Plan. Company contributions that cannot be made under our qualified Savings Plan because of limitations under the Code are credited under our Executive Deferred Compensation Plan (the “EDCP”). In addition to these Savings Plan’s make-up contributions, an EDCP participant may elect to defer up to 50% of base salary and/or 100% of each cash incentive award paid in a year. Such amounts are deferred and will be paid at specified payment dates or upon retirement or other termination of employment. The EDCP also provides for a supplemental benefit of 5% of compensation in excess of amounts that may be recognized under the tax-qualified Savings Plan and of the cash incentive bonus award paid during the year.

Amounts credited under the EDCP are credited daily with investment gains and losses as if such amounts were invested in one or more of the Plan’s investment options. Accounts are generally paid at the time and in the form specified by participants when they make deferral elections, or upon a participant’s earlier death or disability.

The EDCP is administered by our Employee Relations Committee, which consists of employees appointed by the CEO and the Senior Vice President, Human Resources. The Executive Compensation Committee of the Board may generally amend or terminate the EDCP at any time. Certain amendments to the EDCP may also be approved by the Employee Relations Committee.

The following table presents information concerning our named executive officers’ benefits under the EDCP.

NONQUALIFIED DEFERRED COMPENSATION⁽¹⁾

Name	Executive Contributions in Last FY(\$)(2)	Company Contributions in Last FY (\$)(3)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)(4)(5)
Luther C. Kissam IV	\$ —	\$ —	\$ 2,233	\$ —	\$ 312,182
Scott A. Tozier	3,542	32,688	2,061	—	98,852
D. Michael Wilson	—	—	—	—	—
Karen G. Narwold	—	26,738	167	—	77,374
Susan Kelliher	—	1,960	23	—	29,271
Amy E. Hebert	—	—	0	—	8,614

(1) Amounts reflected are based on activities recorded by Merrill Lynch, the plan’s administrator, as of December 31, 2013.

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- (2) All amounts are reported as compensation to the named executive officers in the Summary Compensation Table.
 - (3) Contributions made in 2013 relate to fiscal year 2012.
 - (4) Ending balances include phantom stock contributions made in 2013 for fiscal year 2012 of the following amounts: Mr. Kissam: \$27,500; Mr. Tozier: \$8,437; and Ms. Narwold: \$6,738.
 - (5) Executive Contributions included in aggregate balance that are reported as compensation to the named executive officers in the Summary Compensation Table in 2012 and 2011 are as follows: Mr. Kissam: \$0 (2012) and \$0 (2011); Mr. Tozier: \$10,625 (2012) and \$0 (2011); Mr. Wilson: N/A (2012) and N/A (2011); Ms. Narwold: \$0 (2012) and \$0 (2011); Ms. Kelliher: N/A (2012) and N/A (2011); Ms. Hebert: N/A (2012) and N/A (2011);.

Agreements with Executive Officers and Other Potential Payments Upon Termination or a Change in Control

In December 2006, we adopted the Albemarle Corporation Severance Pay Plan (“SPP”). In 2008, the Executive Compensation Committee approved and adopted revisions to the SPP. These revisions to the SPP included (i) expanding eligibility for participation to include all United States-based AIP participants, including those on expatriate assignments outside of the United States; (ii) requiring all covered participants in both the SPP and those who have severance compensation agreements to sign non-competition agreements; (iii) providing for severance pay to each named executive officer upon termination other than for cause (which may include a named executive officer’s “Resignation for Good Reason” (as that term is defined in the SPP)), prior to a change in control; and (iv) increasing the severance pay level for certain named executive officers then working for the Company to 1.5 times the amount of his annual base salary in effect prior to the termination of employment plus target cash bonus for the year.

The SPP provides for severance payments to certain of our employees upon either (i) a termination of employment without cause in the absence of a change in control, by reason of the elimination of the employee’s position or a change to our organizational structure which results in a redesign of work processes and individual responsibilities affecting two or more individuals, subject to certain exceptions, or (ii) a termination of employment by us without cause or if the employee elects not to relocate if requested to do so following a change in control. For purposes of the SPP, change in control has substantially the same meaning as in the severance compensation agreements. Severance payments under the SPP consist of (i) with respect to payments triggered in the absence of a change in control, 1.0 times the sum of (x) one year of the employee’s base salary in effect at the time of termination and (y) the target cash incentive award for the employee for the most recent year in which the employee participated in an annual bonus program and (ii) with respect to payments triggered following a change in control, the sum of (x) the greater of the employee’s base salary prior to the date of termination and the employee’s base salary prior to the change in control and (y) the greater of the amount of the employee’s actual cash incentive award for the year preceding the date on which the change in control occurs and the employee’s target cash incentive award for the year in which the change in control occurs.

For Mr. Kissam, the SPP provides severance payments upon a termination of employment without cause in the absence of a change in control by reason of (i) the elimination of his position, (ii) a change to our organizational structure that results in a redesign of work processes and individual responsibilities affecting two or more individuals or (iii) for any other reason other than cause, which includes Good Reason for Resignation (as defined in the SPP). Good Reason for Resignation is defined in the SPP to mean: (i) a material diminution in base compensation, (ii) a material diminution in authority, duties or responsibilities, (iii) a material diminution in the budget over which such named executive officer retains authority, (iv) a material change in the geographic location at which services are performed or (v) any other action or inaction that constitutes a material breach by us of any written employment arrangement between such named executive officer and us.

Severance payments under the SPP for each of our named executive officers in the absence of a change in control will be paid in a lump sum and consist of 1.0 times (1.5 times for Mr. Kissam) the sum of (i) one year of the employee's base salary in effect at the time of termination and (ii) the target cash incentive award for the employee for the most recent year in which the employee participated in an annual bonus program.

For Mr. Kissam, Mr. Tozier, Ms. Narwold, and Ms. Kelliher, who are each a party to a severance compensation agreement as discussed below, they are only eligible to receive payments under the SPP if their employment is terminated absent a change in control (and not for cause or due to an elimination of such position). If their employment is terminated in the event of a change of control, they are eligible to receive severance payments under their severance compensation agreements, but not the SPP. We have not entered into employment agreements with any of our named executive officers. For additional information with respect to these arrangements, please see "Compensation Discussion and Analysis" beginning on page 27.

The term of the SPP is indefinite, but it may be amended or ended at any time in the absence of a change in control; after any such change in control, no amendment or termination will be effective with respect to any employee unless such employee consents. The SPP expires two years after the date of any change in control.

The estimated payments and benefits for each named executive officer still employed by the Company due to an employment termination without cause absent a change in control, assuming the triggering event took place on December 31, 2013, would be approximately as follows:

	<u>Luther C. Kissam IV</u>	<u>Scott A. Tozier</u>	<u>D. Michael Wilson</u>	<u>Karen G. Narwold</u>	<u>Susan M. Kelliher</u>
Estimated payments	\$2,080,000	\$720,000	\$672,000	\$640,000	\$573,000

In December 2006, we approved a severance compensation program for certain of our executive officers, pursuant to which we entered into a severance compensation agreement with Mr. Kissam. The severance compensation agreement replaced compensation arrangements with Mr. Kissam that contained severance and change in control provisions.

On September 30, 2008, the Executive Compensation Committee approved and adopted revisions to the severance compensation program. These revisions included adding provisions in order to comply with Code Section 409A that, among other things, require a six-month delay in certain payments to participants following a termination of employment, and adding provisions to reflect changes in nonqualified pension plan participation for covered executives hired after 2004.

In December 2011, we entered into severance compensation agreements with Mr. Tozier and Ms. Narwold who joined the Company on January 31, 2011 and September 13, 2010, respectively. In December 2012, we entered into severance compensation agreement with Ms. Kelliher who joined the Company on March 5, 2012.

As of December 31, 2013, we had a total of ten executives with severance compensation agreements.

The severance compensation agreements provide that, in the event of a change in control (as defined in the severance compensation agreements), upon termination of employment by us other than for cause (as defined in the severance compensation agreements), upon death after the execution of a definitive agreement which results in a change in control or upon good reason for resignation (as defined in the severance compensation agreements), the executive will be entitled to (i) base salary and vacation pay accrued through the termination date, for the year in which the termination occurs, (ii) accrued

annual cash incentive award, (iii) a lump sum severance payment further described below, (iv) vesting of any outstanding but unvested stock options and restricted stock, (v) payment of earned but not yet vested performance units, (vi) payment of a portion of unearned and unvested performance units based on the greater of (A) the target number of performance units granted and (B) a number of performance units based on actual performance against the performance criteria for the performance units for that portion of the performance period elapsed up to the end of the most recently completed calendar quarter prior to the date of the change in control and based on target performance during the balance of such performance period, (vii) the elimination of certain offsets for the short service benefits under our SERP, (viii) other insurance and financial and outplacement counseling benefits and (ix) Mr. Kissam is eligible to receive tax gross-up payments for any excise taxes imposed in connection with payments made under the relevant severance compensation agreement, not to exceed \$3 million. The special benefits listed in items (iv), (v) and (vi) would generally apply in the event of a change in control regardless of whether there is also a termination of employment.

The severance payments referenced in clause (iii) of the previous paragraph consist of the product of (x) the lesser of (a) two and (b) the product of two and a fraction (not less than one) where the numerator is the number of days from the termination date until the executive's anticipated normal retirement date (defined in accordance with our Pension Plan), and the denominator is 730; multiplied by (y) the sum of (a) the greater of the executive's annual base salary immediately prior to termination and immediately prior to a change in control and (b) the greater of the amount of the executive's target cash incentive award in place immediately before the change in control, and the amount of the executive's target cash incentive award in place immediately before their date of termination except for Mr. Kissam, where it is the greater of the amount of the executive's actual annual cash incentive award for the year preceding the date of the change in control and the amount of the executive's target cash incentive award for the year in which the change in control occurs. The severance amounts are subject to reduction if the severance payments exceed certain Code limits by up to \$100,000, except for Mr. Tozier, Ms. Narwold, and Ms. Kelliher, whose severance payments are subject to reduction if the net amount received by them would be greater than if such reductions were not to occur because of the imposition of an excise tax in the absence of such reduction.

The severance compensation agreements provide that upon retirement or death absent an executed agreement resulting in a change in control, the executive will receive benefits in accordance with our Pension Plans and insurance program. If an executive is terminated for cause or voluntarily quits other than for good reason (as defined in the severance compensation agreements), then the executive is entitled to receive his salary and benefits accrued through the date of termination in a lump sum payment. If an executive is terminated due to disability, then the executive is entitled to receive the greater of the benefits determined in accordance with our Pension Plans and insurance program in effect immediately prior to a change in control and those in effect at the time the benefits are paid.

The severance compensation agreement contains a one-year non-competition agreement for which the executive will receive consideration equal to the greater of the executive's annual base salary which was payable immediately prior to termination and immediately prior to a change in control plus the amount of the executive's actual annual cash incentive award for the year preceding the date of the change in control. The severance payment will also be offset by the payment to the executive for the non-competition agreement.

The term of the severance compensation agreements ended December 31st of the year in which we entered into the agreement, subject to automatic one-year term extensions unless either the Executive Compensation Committee or the executive notifies the other of the desire not to extend.

For purposes of the severance compensation agreements and the SPP, “change in control” means the occurrence of any of the following events:

- any person or group, as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, becomes, directly or indirectly, the beneficial owner of 20% or more of the combined voting power of the then outstanding voting securities (other than as a result of an issuance of securities approved by continuing directors (as defined below), or open market purchases approved by continuing directors at the time the purchases are made); *provided, however*, in the event such person or group becomes the beneficial owner of 20% or more, and less than 30%, of such voting securities, the Directors who are continuing directors determine by a vote of at least two-thirds of the continuing directors that such event does not constitute a change in control,
- as a result of a reorganization, merger, share exchange or consolidation (each, a business combination), contested election of Directors or a combination of any such items, the continuing directors cease to constitute a majority of our or any successor’s board of directors within two years of the last of such transaction(s), or
- our shareholders approve a business combination, subject to an exception where all or substantially all of the beneficial owners of our outstanding voting securities immediately prior to such business combination own more than 60% (and no one person owns more than 30%) of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors resulting from the business combination in substantially the same proportions as immediately prior to such business combination, and at least a majority of the directors after the business combination are continuing directors.

For purposes of the severance compensation agreements and the SPP, “continuing directors” means any member of our Board of Directors, while a member of that Board of Directors, and (i) who was a member of our Board of Directors prior to December 15, 2006 for the severance compensation agreements (or December 7, 2011 for severance compensation agreements executed in December 2011 or later) and December 13, 2007 for the SPP or (ii) whose subsequent nomination for election or election to our Board of Directors was recommended or approved by a majority of the continuing directors.

In the event of the hypothetical occurrence of both (i) a change in control and (ii) a concurrent termination of a named executive officer in accordance with such named executive officer’s severance compensation agreement and assuming these events took place on December 31, 2013, and the price per share of our Common Stock is \$63.39 per share, the closing market price as of that date, each named executive officer still employed by the Company would be entitled to the following estimated payments and accelerated vesting:

	<u>Luther C. Kissam IV</u>	<u>Scott A. Tozier</u>	<u>D. Michael Wilson</u>	<u>Karen G. Narwold</u>	<u>Susan M. Kelliher</u>
Lump sum severance payment ⁽¹⁾	\$ 2,246,000	\$ 890,000	\$ 672,000	\$ 789,000	\$ 683,000
Tax gross-up ⁽²⁾	—	N/A	N/A	N/A	N/A
Accelerated value(s) of equity compensation ⁽³⁾	96,398	708,979	N/A	344,663	215,526
Accelerated value(s) for performance units ⁽⁴⁾	5,288,247	1,520,409	N/A	1,092,780	565,185
Elimination of offsets under SERP	165,430	N/A	N/A	N/A	N/A
Counseling and other insurance benefits ⁽⁵⁾	62,774	69,926	N/A	69,926	50,000
Non-competition agreement ⁽⁶⁾	1,114,000	550,000	N/A	491,000	463,000
Total	<u>\$8,972,849</u>	<u>\$ 3,739,314</u>	<u>\$672,000</u>	<u>\$2,787,369</u>	<u>\$1,976,711</u>

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- (1) As described above, upon termination following a change in control, the named executive officer (except for Mr. Wilson) would be entitled to a lump sum severance payment equal to two times his or her annual base compensation and target annual variable compensation (except for Mr. Kissam, who is entitled to a lump sum severance payment equal to two times his annual base compensation and the higher of actual annual variable compensation or target annual variable compensation) reduced by the amount of the non-competition payment, as described above. The amount shown in the table is the final amount, which has already been lowered by the amount of the non-competition payment, also shown in the table. Mr. Wilson who joined the Company on September 30, 2013 did not have a severance compensation agreement with the Company as of December 31, 2013 and therefore would be covered by the SPP terms upon a termination following a change in control.
 - (2) Gross-up of excise tax, which is only applicable to Mr. Kissam, is subject to a maximum payment, as described above.
 - (3) Upon a change in control, all unvested stock options and restricted stock held by a participant under our incentive compensation programs will immediately vest and be non-forfeitable.
 - (4) Upon a change in control,
 - (i) any performance units which have been earned but not yet vested, will become vested and non-forfeitable and paid to the named executive officer on the date of the change in control;
 - (ii) that portion of the unearned performance units described in clause (iii) below will become vested and non-forfeitable and paid to the named executive officer on the date of the change in control;
 - (iii) the number of performance units to be vested and paid in accordance with clause (ii) above will equal the greater of:
 - (A) the target number of performance units granted to a named executive officer; and
 - (B) a number of performance units based on our actual performance against the performance criteria for the performance units for that portion of the performance period elapsed up to the end of the most recently completed calendar quarter prior to the date of the change in control and based on target performance during the balance of such performance period.

With respect to the performance units, the award date and the measurement period for the 2012 and 2013 unearned performance grants, respectively, have not yet concluded. However, the 2012 unearned performance unit grant metrics were measured at 100% of the Target levels (as estimated actual target performance is 33%) and the 2013 unearned performance unit grant metrics were measured at 100% of the Target levels (as estimated actual target performance is 34%) at December 31, 2013. Please see "Compensation Discussion and Analysis" beginning on page 27 for further information concerning the 2012 and 2013 Performance Unit Awards.

- (5) This amount includes outplacement counseling not to exceed \$25,000, financial counseling not to exceed \$25,000 (\$10,000 for Mr. Kissam). For Mr. Kissam, the value of the continuation of medical benefits is for two years following termination. And for Mr. Tozier and Ms. Narwold, the value of the continuation of medical benefits is for 18 months following termination. Ms. Kelliher currently does not participate in the Company's medical plan and therefore would not be eligible for the value of the continuation of medical benefits for 18 months following termination.
- (6) The executive will receive a lump sum non-competition payment at termination of employment in return for an agreement not to compete for a one-year period following termination of employment as described above.

Equity Compensation Plan Information

The following table presents information as of December 31, 2013, with respect to compensation plans under which shares of our Common Stock are authorized for issuance.

<u>Plan Category</u>	<u>Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights⁽¹⁾</u>	<u>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights⁽²⁾</u>	<u>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans⁽³⁾</u>
Equity Compensation Plans Approved by Shareholders			
2003 Incentive Plan	17,500	\$ 18.95	— ⁽⁴⁾
2008 Incentive Plan	1,821,081 ⁽⁵⁾	\$ 51.63	3,587,539
2013 Stock Plan for Non-Employee Directors ⁽⁶⁾	—	—	485,600
Equity Compensation Plans Not Approved by Shareholders⁽⁷⁾			
	—	—	—
Total	<u>1,838,581</u>	\$ 51.32	<u>4,073,139</u>

⁽¹⁾ There are no outstanding warrants or rights. Does not include restricted stock.

⁽²⁾ These amounts do not include shares of restricted stock.

⁽³⁾ Amounts exclude any securities to be issued upon exercise of outstanding options.

⁽⁴⁾ As permitted under the terms of the 2003 Incentive Plan, the Company approved an amendment to the 2003 Incentive Plan effective April 30, 2008 canceling all authorized shares remaining for future grants or awards.

⁽⁵⁾ Amount includes 94,600 units of the 2011 Performance Unit Award at Superior level, and 123,100 and 153,703 units of the 2012 and 2013 Performance Unit Awards at Target levels, respectively.

⁽⁶⁾ The 2013 Directors Plan provides for the grant of shares of stock to each of the Company's non-employee Directors. The maximum aggregate number of shares of Common Stock that may be issued under the Director Stock Plan is 500,000 shares.

⁽⁷⁾ We do not have any equity compensation plans that have not been approved by shareholders.

PROPOSAL 3 – ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION

General Information

Shareholders have an opportunity to cast an advisory vote on compensation of our named executive officers, as disclosed in this Proxy Statement. This proposal, commonly known as “Say on Pay,” gives shareholders the opportunity to approve, reject or abstain from voting on the proposed resolution regarding our fiscal year 2013 executive compensation program. At our 2013 Annual Meeting, a majority of our shareholders voted to annually advise us on a Say on Pay proposal, and the Board of Directors determined that the Company will hold an annual shareholder advisory vote on executive compensation. This non-binding, advisory vote on the frequency of Say on Pay must be held at least every six years.

Our compensation philosophy policies are comprehensively described in the Compensation Discussion and Analysis and the Compensation of Executive Officers sections, and the accompanying tables (including all footnotes) and narrative, beginning on page 27 of this Proxy Statement. The Executive Compensation Committee designs our compensation policies for our named executive officers to create executive compensation arrangements that are linked both to the creation of long-term growth, sustained shareholder value and individual and corporate performance, and are competitive with peer companies of similar size, value and complexity and encourage stock ownership by our senior management. Based on its review of the total compensation of our named executive officers for fiscal year 2013, the Executive Compensation Committee believes that the total compensation for each of the named executive officers is reasonable and effectively achieves the designed objectives of driving superior business and financial performance, attracting, retaining and motivating our people, aligning our executives with shareholders’ long-term interests, focusing on the long-term and creating balanced program elements that discourage excessive risk taking.

The Executive Compensation Committee values the opinions that our shareholders express in their votes and will consider the outcome of the vote when making future executive compensation decisions as it deems appropriate. The approval of the non-binding resolution approving the compensation of our named executive officers requires that the votes cast in favor of the proposal exceed the number of votes cast in opposition to the proposal. However, neither the approval nor the disapproval of this resolution will be binding on the Board of Directors or the Company nor construed as overruling a decision by the Board of Directors or the Company. Neither the approval nor the disapproval of this resolution will create or imply any change to our fiduciary duties or create or imply any additional fiduciary duties for the Board of Directors or the Company.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPANY’S COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS:

“RESOLVED, that the Company’s shareholders APPROVE, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement pursuant to the SEC’s compensation disclosure rules, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.”

SHAREHOLDER PROPOSALS

Under applicable regulations of the SEC, any shareholder desiring to make a proposal to be acted upon at the 2015 Annual Meeting must present such proposal to our Secretary at our principal office at 451 Florida Street, Baton Rouge, Louisiana 70801, not later than 120 calendar days before March 28, 2015 (unless the date of the 2015 Annual Meeting is changed by more than 30 days from the one year anniversary date of the 2014 Annual Meeting, in which case the deadline is a reasonable time before the Company begins to print and send its proxy materials), in order for the proposal to be considered for inclusion in our 2015 Proxy Statement. We anticipate holding the 2015 Annual Meeting on Tuesday, May 12, 2015.

Our Bylaws provide that for a nomination or other business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Company and any such proposed business other than the nominations of persons for election to the Board must constitute a proper matter for shareholder action.

To be timely, a shareholder's notice shall be delivered to the Secretary at the principal executive offices of the Company no later than the close of business on the 90th day or earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice by such shareholder must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Company. The public announcement of an adjournment or postponement of an annual meeting does not commence a new time period, or extend any time period, for the giving of a shareholder's notice as described above.

To be in proper form, a shareholder's notice to the Secretary must set forth, as to the shareholder giving the notice, the information required pursuant to our Bylaws. The Company may also require shareholders to furnish additional information. The requirements found in our Bylaws are separate from, and in addition to, the requirements of the SEC that a shareholder must meet to have a proposal included in our Proxy Statement.

CERTAIN MATTERS RELATING TO PROXY MATERIALS AND ANNUAL REPORTS

Electronic Access of Proxy Materials and Annual Reports

This Proxy Statement and the 2013 Annual Report are available on our Internet website at www.albemarle.com (See **Investors/Financials/Annual Reports**). Shareholders can elect to access future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail. Providing these documents over the Internet will reduce our printing and postage costs and the number of paper documents shareholders would otherwise receive. We will notify shareholders who consent to accessing these documents over the Internet when such documents will be available. Once given, a shareholder's consent will remain in effect until such shareholder revokes it by notifying us otherwise at Secretary, Albemarle Corporation, 451 Florida Street, Baton Rouge, Louisiana 70801. Shareholders of record voting by mail can choose this option by marking the appropriate box on the proxy included with this Proxy Statement and shareholders of record voting by telephone or over the Internet can choose this option by following the instructions provided by telephone or over the Internet, as applicable. Beneficial owners whose shares are held in "street name" should refer to the information provided by the institution that holds such beneficial owner's shares and follow the instructions on how to elect to access future proxy statements and annual reports over the Internet, if this option is provided by such institution. Paper copies of these documents may be requested by writing us at Investor Relations, Albemarle Corporation, 451 Florida Street, Baton Rouge, Louisiana 70801 or by telephoning 225.388.8011.

“Householding” of Proxy Materials and Annual Reports for Record Owners

The SEC rules permit us, with your permission, to deliver a single proxy statement and annual report to any household at which two or more shareholders of record reside at the same address. Each shareholder will continue to receive a separate proxy. This procedure, known as “householding,” reduces the volume of duplicate information you receive and helps to reduce our expenses. Shareholders of record voting by mail can choose this option by marking the appropriate box on the proxy included with this Proxy Statement and shareholders of record voting by telephone or over the Internet can choose this option by following the instructions provided by telephone or over the Internet, as applicable. Once given, a shareholder’s consent will remain in effect until such shareholder revokes it by notifying our Secretary as described above. If you revoke your consent, we will begin sending you individual copies of future mailings of these documents within 30 days after we receive your revocation notice. Shareholders of record who elect to participate in householding may also request a separate copy of future proxy statements and annual reports by contacting our Investor Relations department as described above.

Separate Copies for Beneficial Owners

Institutions that hold shares in “street name” for two or more beneficial owners with the same address are permitted to deliver a single proxy statement and annual report to that address. Any such beneficial owner can request a separate copy of this Proxy Statement or the 2013 Annual Report by contacting our Investor Relations department as described above. Beneficial owners with the same address who receive more than one Proxy Statement and the 2013 Annual Report may request delivery of a single Proxy Statement and the 2013 Annual Report by contacting our Investor Relations department as described above.

OTHER MATTERS

The Board of Directors is not aware of any matters to be presented for action at the Meeting other than as set forth in this Proxy Statement. However, if any other matters properly come before the Meeting, or any adjournment or postponement thereof, the person or persons voting the proxies will vote them in accordance with their best judgment.

By Order of the Board of Directors



Karen G. Narwold, *Secretary*

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

Albemarle Corporation's Notice and Proxy Statement and Annual Report are available at
www.proxyvote.com.

M67643-P46181

Albemarle Corporation
Proxy for Annual Meeting of Shareholders to be held on Tuesday, May 13, 2014

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Luther C. Kissam IV and Karen G. Narwold, or any of them, with full power of substitution in each case, proxies to vote all shares of the undersigned in Albemarle Corporation, at the Annual Meeting of Shareholders to be held May 13, 2014, and at any and all adjournments or postponements thereof.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. **If no direction is made, this Proxy will be voted FOR all nominees, FOR Proposals 2 and 3, and in the discretion of the proxy holders on any other matters that may properly come before the meeting or any and all adjournments or postponements thereof.**

Address Changes: _____

(If you noted any Address Changes above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side