

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Motto Amy</u> (Last) (First) (Middle) ALBEMARLE CORPORATION 451 FLORIDA STREET (Street) BATON LA 70801 ROUGE (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALBEMARLE CORP [ALB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President, Catalysts
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								4,424 ⁽¹⁾	I	Albemarle Savings Plan
Common Stock	02/22/2013		M		1,700	A	\$0 ⁽²⁾	4,256	D	
Common Stock	02/22/2013		F		547 ⁽³⁾	D	\$65	3,709	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Unit	(4)	02/22/2013		A		3,400		(5)	(6)	Common Stock	3,400	\$0 ⁽²⁾	3,400	D	
Performance Unit	(4)	02/22/2013		M			1,700	(5)	(6)	Common Stock	1,700	\$0 ⁽²⁾	1,700	D	
Non-Qualified Stock Option	\$65	02/22/2013		A		8,239		(7)	02/21/2023	Common Stock	8,239	\$0 ⁽²⁾	8,239	D	

Explanation of Responses:

- Portion of share increase due to periodic purchases by Albemarle Savings Plan trustee.
- Transaction has no purchase or share price.
- Performance Units vested on 2/22/2013. Shares withheld to meet tax liabilities associated with such vested shares.
- Each Performance Unit converts to 1 share of Common Stock.
- Performance Units issued on 1/31/2011 subject to achievement of performance objectives. Performance Units granted by Compensation Committee upon achievement of performance objectives. Performance Units vest over a 2 year period. 50% vested on 2/22/2013 and 50% will vest on 1/1/2014.
- No expiration date.
- Stock Options vest in three equal installments over 3 years: 2/22/2016, 2/22/2017, and 2/22/2018

Remarks:

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

02/26/2013

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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