

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 6
to SCHEDULE 13D
Under the Securities Exchange Act of 1934

ALBEMARLE CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of class of securities)

012653 10 1
(CUSIP NUMBER)

Floyd D. Gottwald, Jr.
Bruce C. Gottwald
330 South Fourth Street
Richmond, Virginia 23219
Telephone No. 804-788-5401
(Name, address and telephone number of person authorized to
receive notices and communications)

Copy to:
Allen C. Goolsby
Hunton & Williams
951 East Byrd Street
Richmond, Virginia 23219

September 30, 1998
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement
on Schedule 13G to report the acquisition which is the
subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(b)(3) or (4),
check the following box [].

Check The following box if a fee is being paid with
this statement [].

CUSIP NO. 012653 10 1

- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Floyd D. Gottwald, Jr. - 226-16-0038
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES	7	SOLE VOTING POWER 953,141	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 5,964,061	
	9	SOLE DISPOSITIVE POWER 953,141	
	10	SHARED DISPOSITIVE POWER 5,964,061	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,917,202

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* [X]
181,377 shares held by foundation; 2,209,669 shares owned by adult
sons

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.17%

14 TYPE OF REPORTING PERSON*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 012653 10 1 13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Bruce C. Gottwald - 224-44-2104

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES	7	SOLE VOTING POWER 3,218,349
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BENEFICIALLY			
OWNED BY	8	SHARED VOTING POWER	
			3,441,475
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
			3,218,349
PERSON WITH	10	SHARED DISPOSITIVE POWER	
			3,441,475
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,659,824		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		[X]
	181,377 shares held by foundation; 2,306,007 shares owned by adult sons		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	14.72%		
14	TYPE OF REPORTING PERSON*		
	IN		

SEE INSTRUCTIONS BEFORE FILLING OUT

* Amendment No. 6 amends and supplements Amendment Nos. 1, 2, 3, 4 and 5 to the statement on Schedule 13D filed on March 10, 1994, by Floyd D. Gottwald, Jr. and Bruce C. Gottwald with respect to shares of Common Stock (the "Common Stock") of Albemarle Corporation (the "Issuer"). The purpose for the filing of this Amendment No. 6 is to file the attached Confirming Statement of Floyd D. Gottwald, Jr.

Item 1. Security and Issuer.

This statement relates to the Common Stock of the Issuer, a Virginia corporation having its principal executive offices at 330 South Fourth Street, Richmond, Virginia 23219.

Item 3. Source and Amount of Funds or Other Consideration.

Since the filing of Amendment No. 5, Floyd D. Gottwald, Jr. and Bruce C. Gottwald have not purchased additional shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) 18,274,080 shares of Common Stock of the Issuer are owned beneficially by Floyd D. Gottwald, Jr. and Bruce C. Gottwald, constituting 38.83% of such shares outstanding.1/

(b) Number of shares as to which such persons have:

(i) sole power to vote or to direct the vote - 4,352,867 2/

(ii) shared power to vote or to direct the vote - 13,921,213 3/

(iii) sole power to dispose of or to direct the disposition of - 4,352,867 2/

(iv) shared power to dispose of or to direct the disposition

- 1/ The filing of this statement shall not be construed as an admission that for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, Floyd D. Gottwald, Jr. or Bruce C. Gottwald are the beneficial owners of 181,377 shares described in Items 5(b)(i) and (iii) or the 13,921,213 shares described in Items 5(b)(ii) and (iv).
- 2/ This amount includes 181,377 shares owned by a charitable foundation for which the Gottwalds serve as the sole directors. Floyd D. Gottwald, Jr. and Bruce C. Gottwald disclaim any beneficial interest in any shares held in the foundation.
- 3/ Includes 2,209,669 shares owned by the adult sons of Floyd D. Gottwald, Jr. and 2,306,007 shares owned by the adult sons of Bruce C. Gottwald who do not reside in their father's home. It does not include shares held by Merrill Lynch, Pierce, Fenner & Smith Incorporated as Trustee under the savings plans of Ethyl Corporation and the Issuer for their employees for the benefit of employees other than the Gottwalds. Shares held by the Trustee under these plans for the benefit of the Gottwalds are included in Items (5)(b)(i)-(iv) above. Shares held under the savings plans are voted by the Trustee in accordance with instructions solicited from employees participating in the plans. If a participating employee does not give the Trustee voting instructions, his shares are voted by the Trustee in accordance with management's recommendations to the shareholders. Because the Gottwalds are executive officers, directors and the largest shareholders of Ethyl Corporation and of the Issuer, they may be deemed to be control persons of Ethyl Corporation and of the Issuer.

(c) From July 28, 1998 to July 31, 1998, Floyd D. Gottwald, Jr. purchased 143,100 shares of Common Stock of the Issuer on the open market as follows:

Date	Number of Shares	Per Share Price
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07/28/98	81,600	\$20.25
07/31/98	61,500	\$19.68

Various members of the Gottwald families have acquired additional minor amounts of Common Stock pursuant to the employee savings plans of Ethyl Corporation and the Issuer. There have been no other transactions in the past 60 days.

(d) Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, all 13,921,213 shares described in Items 5(b)(ii) and (iv). However, none of such persons' individual interest relates to more than 5 percent of the class of securities for which this Schedule is filed.

Item 7. Material to be Filed as Exhibits.

1. Agreement between Floyd D. Gottwald, Jr. and Bruce C. Gottwald with respect to the filing of this Amendment No. 6 to Schedule 13D.
2. Confirming Statement of Floyd D. Gottwald, Jr.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

November 4, 1998

/s/ J. Judson Williams, II

J. Judson Williams II, Esq.
Power of Attorney for
Floyd D. Gottwald, Jr.

/s/ Bruce C. Gottwald

Bruce C. Gottwald

EXHIBIT INDEX

Exhibit 1 Agreement between Floyd D. Gottwald, Jr. and Bruce C. Gottwald with respect to the filing of this Amendment No. 6 to Schedule 13D.

Exhibit 2 Confirming Statement of Floyd D. Gottwald, Jr.

Exhibit 1

We, the undersigned, hereby express our agreement that the attached Amendment No. 6 to Schedule 13D is filed on behalf of each of the undersigned.

November 4, 1998

/s/ J. Judson Williams, II

J. Judson Williams II, Esq.
Power of Attorney for
Floyd D. Gottwald, Jr.

/s/ Bruce C. Gottwald

Bruce C. Gottwald

Exhibit 2

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Floyd D. Gottwald, Jr., has authorized and designated J. Judson Williams II to execute and file on the undersigned's behalf all Schedules 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Albemarle Corporation. The authority of J. Judson Williams II under this Statement shall continue until the undersigned is no longer required to file Schedules 13D (or any amendments thereto) with regard to the undersigned's ownership of or transactions in securities of Albemarle Corporation, unless earlier revoked in writing. The undersigned acknowledges that J. Judson Williams II is not assuming any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934.

Date: November 4, 1998

/s/ Floyd D. Gottwald, Jr.

Floyd D. Gottwald, Jr.