

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>GOTTWALD JOHN D</u>  (Last) (First) (Middle) <u>1100 BOULDERS PARKWAY</u>  (Street) <u>RICHMOND VA 23225</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2005		G	V	2,460	D	\$0	478,831	D	
Common Stock								913,605	I	Held by Westham Partners, L.P., reporting person is a limited partner & general partner.*
Common Stock								500,000	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.*
Common Stock	05/18/2005		G	V	286	A	\$0	22,843	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89*(1)
Common Stock	09/14/2005		G	V	305	A	\$0	23,148	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89*(1)

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								7,936	I	Held by Samuel S. Gottwald <sup>(5)</sup>
Common Stock								799	I	Held as custodian for son, James Christian Gottwald*
Common Stock								3,226	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 10/20/87*
Common Stock	02/16/2005		G	V	615	A	\$0	5,374	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 12/21/87*
Common Stock	05/18/2005		G	V	286	A	\$0	22,843	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* <sup>(1)</sup>
Common Stock	09/14/2005		G	V	305	A	\$0	23,148	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* <sup>(1)</sup>
Common Stock								9,147	I	Held by WM Gottwald, trustee of James Christian Gottwald's Gallo Trust u/a dtd 1/3/89*

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								13,225	I	Held by WM Gottwald trustee of Charles Houston Gottwald Gallo Trust u/a dtd 9/5/89*
Common Stock	05/18/2005		G	V	286	A	\$0	22,755	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89*(1)
Common Stock	09/14/2005		G	V	305	A	\$0	23,060	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89*(1)
Common Stock	02/16/2005		G	V	615	A	\$0	4,424	I	Held by WM Gottwald trustee fbo Charles Houston Gottwald u/a dtd 10/18/89*
Common Stock	02/16/2005		G	V	615	A	\$0	25,100	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92*(1)
Common Stock	05/18/2005		G	V	286	A	\$0	25,386	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92*(1)

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/2005		G	V	305	A	\$0	25,691	I	Held by WM Gottwald trustee Margaret Addison Gottwald Crumme y Trust u/a dtd 3/9/92*(1)
Common Stock								85,855	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91*(4)
Common Stock								88,725	I	Held by me and James T. Gottwald, trustees fbo reporting person's children*(4)
Common Stock								37,170	I	Held by me and James T. Gottwald as co-trustees WM Gottwald Jr's Crumme y Trust u/a dtd 10/13/83*(4)
Common Stock	05/18/2005		G	V	286	A	\$0	26,760	I	Held as trustee WM Gottwald Jr's Crumme y Trust u/a dtd 1/3/89*(2)
Common Stock	09/14/2005		G	V	305	A	\$0	27,065	I	Held as trustee WM Gottwald Jr's Crumme y Trust u/a dtd 1/3/89*(2)

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2005		G	V	286	A	\$0	26,760	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89*(2)
Common Stock	09/14/2005		G	V	305	A	\$0	27,065	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89*(2)
Common Stock	02/16/2005		G	V	615	A	\$0	5,374	I	Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87(3)

**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					

**Explanation of Responses:**

- 16,975 shares held of record by Westham Partners, L.P.\*
- 18,900 held of record by Westham Partners, L.P.\*
- Additional Indirect Holdings: 16,660 Held as co-trustee of Elizabeth I. Gottwald's Crummey Trust u/a dtd 3/28/85.\* All shares held of record by Westham Partners, L.P.\* 27,845 Held by me and James T. Gottwald as trustee for the William M. Gottwald Trust dtd 8/18/90.\* 9,526 Held by me and William M. Gottwald as trustees fbo James Matthew Gottwald u/a dtd 12/1/81.\* 5,486 Held by me and William M. Gottwald as trustees fbo Sarah Wren Gottwald u/a dtd 3/1/83.\* 5,236 Held by me as custodian for son, Samuel S. Gottwald.\* ; 17,508 shares held by spouse. \*Portion of shares held of record by Westham Partners, L.P. \* Reporting person disclaims beneficial ownership.
- All shares held of record by Westham Partners, L.P.
- NOTE: The following trusts that previously were included in this report due to Filer's status as a Trustee were terminated in 2005: Samuel S. Gottwald u/a dated 1/3/89; William M. Gottwald u/a dated 1/3/89; Elizabeth I. Gottwald u/a dated 10/20/87; and Elizabeth I. Gottwald u/a/ dated 1/3/89.

**Remarks:**

Nicole C. Daniel, attorney in fact      12/23/2005

\*\* 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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