

OMB APPROVAL	
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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 WILLIAM M</u> <hr/> (Last) (First) (Middle) <u>330 SOUTH FOURTH STREET</u> <hr/> (Street) <u>RICHMOND VA 23219</u> <hr/> (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 checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chairman of the Board</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/13/2005</u>	
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	01/13/2005		M		416	A	(8)	825,722 <sup>(5)</sup>	D	
Common Stock								39,244.83	I	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. <sup>(1)</sup>
Common Stock								27,529	I	Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. <sup>(2)</sup>
Common Stock								59,532.41	I	Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. <sup>(1)</sup>
Common Stock								10,162.27	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 10/20/87. <sup>(1)</sup>
Common Stock								17,589.96	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. <sup>(1)</sup>
Common Stock								27,529	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. <sup>(2)</sup>

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								71,025.01	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. <sup>(1)</sup>
Common Stock								27,845	I	Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock								90,980.01	I	Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. <sup>(1)</sup>
Common Stock								4,759	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87.
Common Stock								23,504.54	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. <sup>(3)</sup>
Common Stock								7,936	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89.
Common Stock								3,226	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 10/20/87.
Common Stock								4,759	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 12/21/87.
Common Stock								23,504.54	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. <sup>(3)</sup>

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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,147	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89.
Common Stock								13,225	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89.
Common Stock								23,416.54	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. <sup>(3)</sup>
Common Stock								3,809	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 10/18/89.
Common Stock								25,432.54	I	Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. <sup>(3)</sup>
Common Stock								9,526	I	Shares held as Trustee fbo James M. Gottwald u/a dtd 12/1/81.
Common Stock								8,947	I	Shares held as Trustee fbo James M. Gottwald u/a dtd 1/3/89.
Common Stock								3,646	I	Shares held as Trustee fbo James M. Gottwald u/a dtd 1/3/89.

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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								5,486	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.
Common Stock								8,947	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock								7,736	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock								891,877.55	I	Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner.
Common Stock								531,016.667	I	Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. <sup>(4)</sup>

**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
Phantom Stock	(6)	01/13/2005		M			416	(7)	(7)	Common Stock	416	(8)	417.34	D	
Phantom Stock	(6)	01/13/2005		D			417.34	(7)	(7)	Common Stock	417.34	\$38.05	0	D	

**Explanation of Responses:**

- All shares of record held by Westham Partners, L.P.
- 19,955 shares of record held by Westham Partners, L.P.

3. 17,922.54 shares of record held by Westham Partners, L.P.
4. Additional Indirect Holdings: 3,300 shares held by Trustee under Albemarle Savings Plan; 15,446 shares held by spouse.
5. Amount includes dividends accrued on Phantom Stock units.
6. Phantom Stock units convert 1 for 1
7. Phantom Stock units vest over three year period beginning January 1, 2003 -- 50% of the Units (including any fractional shares) are paid in cash, and 50% of the Units are paid in stock.
8. Transaction has no purchase or share price.

**Remarks:**

Nicole C. Daniel, attorney in fact      01/13/2005

\*\* 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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