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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) January 6, 2005

ALBEMARLE CORPORATION

(Exact name of Registrant as specified in charter)

Virginia
(State or other jurisdiction
of incorporation)

1-12658
(Commission file number)

54-1692118
(IRS employer
identification no.)

330 South Fourth Street, Richmond, Virginia
(Address of principal executive offices)

23219
(Zip code)

Registrant's telephone number, including area code (804) 788-6000

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 7 — Regulation FD

Item 7.01. Regulation FD Disclosure

On January 6, 2005, Albemarle Corporation (the “Company”) issued a press release announcing, among other things, its preliminary results for the fourth quarter ended December 31, 2004. The press release issued on January 6, 2005 by the Company is attached to this Current Report of Form 8-K as Exhibit 99.1 and incorporated in Item 7.01 of this Current Report of Form 8-K by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report of Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Section 8 — Other Events

Item 8.01. Other Events.

On January 6, 2005, the Company issued a press release announcing, among other things, that it intends to commence concurrent public offerings of 4,000,000 shares of its common stock (4,673,000 shares if the option granted by the Company to the underwriters to cover over-allotments, if any, is fully exercised) and \$300.0 million aggregate principal amount of its senior notes due 2015. In addition, a member of the family of Floyd D. Gottwald, Jr. and certain affiliates of the family are offering up to 488,420 shares of the Company’s common stock.

The press release issued on January 6, 2005 by the Company is attached to this Current Report of Form 8-K as Exhibit 99.2 and incorporated in Item 8.01 of this Current Report of Form 8-K by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statement and Exhibits.

(c) *Exhibits.*

- 99.1 Press release, dated January 6, 2005, issued by the Company.
- 99.2 Press release, dated January 6, 2005, issued by the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 6, 2005

ALBEMARLE CORPORATION

By: /s/ Luther C. Kissam, IV

Luther C. Kissam, IV
Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit
99.1	Press release, dated January 6, 2005, issued by the Company.
99.2	Press release, dated January 6, 2005, issued by the Company.

Contact:

Laura Ruiz	804.788.6005
Danielle Paquette	804.788.6045

Albemarle Announces Preliminary Fourth-Quarter 2004 Results

RICHMOND, VA, January 6, 2005 — Albemarle Corporation (NYSE: ALB) announced that it expects to report net income for the fourth quarter of 2004 of approximately \$16 million to \$19 million, or 38 cents to 45 cents per diluted share. Expected net income includes a non-cash charge associated with a write-down of deferred tax assets during the fourth quarter of 2004, which is expected to reduce the company's net income for the fourth quarter of 2004 by approximately \$1.0 million. The company also indicated that it expects to report net sales for the fourth quarter of 2004 of approximately \$435 million to \$455 million. In addition, the company indicated that there was solid cash generation and continued debt reduction in the fourth quarter.

Albemarle indicated that strong sales volumes and increased selling prices during the fourth quarter failed to offset fully higher raw materials and energy costs. During 2004, Albemarle estimates that raw materials and energy costs, excluding metals, increased over \$30 million, half of which occurred in the fourth quarter. In addition, in the Catalysts business, molybdenum prices increased from approximately \$20 per pound at the beginning of the quarter to approximately \$33 per pound at year end.

The foregoing preliminary results are subject to the completion of the company's customary quarterly financial closing and review procedures. Albemarle cautions that its final reported results could vary significantly from these preliminary results.

In 2005, the company currently expects to see margin improvement relative to margins in the fourth quarter, as well as continued growth in the business, solid cash flow and strong earnings, particularly in light of the company's success in increasing prices for products during the course of the fourth quarter. The company cautioned, however, that the foregoing outlook for 2005, like any outlook regarding future financial performance, is inherently subject to uncertainties, which are difficult to predict and many of which are beyond the company's control. For a discussion of certain of the factors that may impact the company's future performance, please see the filings the company makes with the Securities and Exchange Commission, including those discussed under "Risk Factors" in its latest Registration Statement on Form S-3.

Albemarle also announced that it currently anticipates reporting final results for the fourth quarter and year ended December 31, 2004 on February 3, 2005, at approximately 7:00 a.m. EST. The company anticipates hosting a conference call to discuss these results on February 3, 2005 at 1:00 p.m. EST.

Albemarle Corporation, headquartered in Richmond, Virginia, is a leading global developer, manufacturer and marketer of highly engineered specialty chemicals for consumer electronics; petroleum and petrochemical processing; transportation and industrial products; pharmaceuticals; agricultural products; construction and packaging materials. The Company operates in three business segments, Polymer Additives, Catalysts and Fine Chemicals, and serves customers in approximately 100 countries.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Albemarle Corporation’s business that are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ materially from those contained in the forward-looking statements, see the filings the company makes with the Securities and Exchange Commission, including those discussed under “Risk Factors” in its latest Registration Statement on Form S-3.

Contact:
Laura Ruiz 804.788.6005
Danielle Paquette 804.788.6045

Albemarle Announces Common Stock and Debt Offerings

RICHMOND, VA, January 6, 2005 — Albemarle Corporation (NYSE: ALB) announced today that it intends to commence concurrent public offerings of 4,000,000 shares of its common stock (4,673,000 shares if the option granted by the company to the underwriters to cover over-allotments, if any, is fully exercised) and \$300.0 million aggregate principal amount of senior notes. In addition, a member of the family of F.D. Gottwald, Jr. and certain affiliates of the family are offering up to 488,420 shares of the company's common stock, representing approximately 5% of the aggregate number of shares beneficially owned by them. Albemarle will not receive any proceeds from the sale of these shares by the selling shareholders.

The shares of common stock and notes will be offered pursuant to a shelf registration statement previously filed with the Securities and Exchange Commission. The common stock and notes offerings will be conducted as separate public offerings by means of separate prospectus supplements. The completion of the common stock offering is not contingent on the completion of the notes offering, but the completion of the notes offering is contingent upon the completion of the common stock offering.

The notes will be unsecured and unsubordinated obligations and will rank equally with all unsecured and unsubordinated indebtedness of the company. The maturity date of the notes is expected to occur in 2015.

The company intends to use the net proceeds from these offerings to repay substantially all of the \$450 million 364-day bridge loan that the Company incurred in connection with its acquisition of the refinery catalysts business of Akzo Nobel N.V. To the extent that the proceeds from the offerings are insufficient to repay the 364-day bridge loan in full, then the company intends to pay the balance with borrowings from its revolving credit facility. The company expects to price the offerings the week of January 10, 2005.

Bear, Stearns & Co. Inc., UBS Securities LLC, and Banc of America Securities LLC are joint book-running managers for both offerings. BNY Capital Markets, Inc. and Fortis Securities LLC are co-managers for both offerings. In addition, First Analysis Securities Corporation is a co-manager for the common stock offering, and SunTrust Capital Markets, Inc., ABN AMRO Incorporated, Daiwa Securities SMBC Europe Limited, J.P. Morgan Securities Inc., Lazard Frères & Co. LLC, and Wachovia Capital Markets, LLC are co-managers for the notes offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. Offers for the securities will be made only by means of prospectus supplements forming

part of the registration statement. Preliminary prospectus supplements and prospectus relating to these securities can be obtained from Bear, Stearns & Co. Inc., 383 Madison Avenue, New York, New York ((631) 254-7135), UBS Securities LLC, 299 Park Avenue, New York, New York ((212) 821-3000), or Banc of America Securities LLC, 9 West 57th Street, New York, New York ((646) 733-4166).

Albemarle Corporation, headquartered in Richmond, Virginia, is a leading global developer, manufacturer and marketer of highly engineered specialty chemicals for consumer electronics; petroleum and petrochemical processing; transportation and industrial products; pharmaceuticals; agricultural products; construction and packaging materials. The Company operates in three business segments, Polymer Additives, Catalysts and Fine Chemicals, and serves customers in approximately 100 countries.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding the offerings and Albemarle Corporation’s business that are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” in the Company’s Registration Statement on Form S-3 filed with the Securities and Exchange Commission.