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| 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> (Last) (First) (Middle) 330 SOUTH FOURTH STREET (Street) RICHMOND VA 23219 (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) Chairman of the Board |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/30/2006 | |
| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/30/2006 | | M | | 100,000 | A | \$17.375 | 925,722 | D | |
| Common Stock | 01/30/2006 | | S | | 59,600 | D | \$43.4677 | 866,122 | D | |
| Common Stock | | | | | | | | 37,170 | I | Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. ⁽¹⁾ |
| Common Stock | | | | | | | | 27,065 | I | Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽²⁾ |
| Common Stock | | | | | | | | 56,385 | I | Shares held by William M. Gottwald, Jr. ⁽¹⁾ |
| Common Stock | | | | | | | | 16,660 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽¹⁾ |
| Common Stock | | | | | | | | 27,065 | I | Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽²⁾ |
| Common Stock | | | | | | | | 76,895 | I | Shares held by Elizabeth I. Gottwald. ⁽¹⁾ |

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 27,845 | I | Shares held in trust fbo reporting person's children u/a dtd 8/16/90. |
| Common Stock | | | | | | | | 86,170 | I | Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. ⁽¹⁾ |
| Common Stock | | | | | | | | 5,374 | I | Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87. |
| Common Stock | | | | | | | | 23,148 | I | Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. ⁽³⁾ |
| Common Stock | | | | | | | | 3,226 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 10/20/87. |
| Common Stock | | | | | | | | 5,374 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 12/21/87. |
| Common Stock | | | | | | | | 23,148 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. ⁽³⁾ |
| Common Stock | | | | | | | | 9,147 | I | Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 13,225 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. |
| Common Stock | | | | | | | | 23,060 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. ⁽³⁾ |
| Common Stock | | | | | | | | 4,424 | I | Shares held as Trustee fbo Charles H. Gottwald u/a dtd 10/18/89. |
| Common Stock | | | | | | | | 25,691 | I | Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. ⁽³⁾ |
| Common Stock | | | | | | | | 8,947 | I | Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89. |
| Common Stock | | | | | | | | 844,725 | I | Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner. |
| Common Stock | | | | | | | | 500,000 | I | Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽⁴⁾ |

**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 | Amount or Number of Shares | | | | |
| Nonqualified Option (Right to Buy) | \$17.375 | 01/30/2006 | | M | | 100,000 | | (5) | 09/02/2006 | Common Stock | 100,000 | \$0 | 140,000 | D | |

Explanation of Responses:

- All shares of record held by Westham Partners, L.P.
- 18,900 shares of record held by Westham Partners, L.P.
- 16,975 shares of record held by Westham Partners, L.P.
- Additional Indirect Holdings: 3,687 shares held by Trustee under Albemarle Savings Plan; 15,446 shares held by spouse; 9,526 shares held by Trustee fbo James M. Gottwald u/a dtd 12/1/81; 8,947 shares held by Trustee fbo James M. Gottwald u/a dtd 1/3/89; 5,486 shares held by Trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.
- Exercisable six years from date of grant or earlier in 25% annual increments in the event that the trading price of Albemarle Corporation Common Stock equals or exceeds certain price levels.

Remarks:

Nicole C. Daniel, attorney in fact 02/01/2006

** 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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