

OMB APPROVAL	
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**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* <b>ALLEN WILLIAM B JR</b> <hr/> (Last) (First) (Middle) <b>ALBEMARLE CORPORATION</b> <b>451 FLORIDA STREET</b> <hr/> (Street) <b>BATON LA 70801</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ALBEMARLE CORP [ ALB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP, CAO and Corp Controller</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2012</b>	
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								5,649 <sup>(1)</sup>	I	Albemarle Savings Plan
Common Stock								866	I	Shares held by spouse.
Common Stock	02/24/2012		M		2,350	A	\$0 <sup>(2)</sup>	18,833	D	
Common Stock	02/24/2012		F		778 <sup>(3)</sup>	D	\$66.14	18,055	D	

**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
Performance Unit	(4)	02/24/2012		M			2,350	(5)	(6)	Common Stock	2,350	\$0 <sup>(2)</sup>	2,350	D	
Non-Qualified Stock Option	\$66.14	02/24/2012		A		4,900		(7)	02/24/2022	Common Stock	4,900	\$0 <sup>(2)</sup>	4,900	D	

**Explanation of Responses:**

- Portion of share increase due to periodic purchase by Albemarle Corporation Savings Plan trustee.
- Transaction has no purchase or sale price.
- 2,350 Performance Units vested on 2/24/2012. 778 shares withheld to meet tax liabilities associated with such vested shares.
- Each Performance Unit converts to 1 share of Common Stock.
- Performance Units issued on 3/12/2010. Total of 4,700 Performance Units granted by Compensation Committee upon achievement of superior level of performance objectives. Performance Units vest over a 2 year period -- 50% vested on 2/24/2012 and 50% to vest on 1/1/2013.
- No expiration date.
- Stock Option vests in three equal installments over 3 years: 2/24/2013, 2/24/2014, and 2/24/2015.

**Remarks:**

/s/ Karen G. Narwold,  
attorney-in-fact

02/28/2012

\*\* 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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