

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of  
1934 (Amendment No. 2)

ALBEMARLE CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

012653101

(CUSIP Number)

Check the following box if a fee is being  
paid with this statement.

(A fee is not required only if the filing  
person: (1) has a previous statement on  
file reporting beneficial ownership of  
more than five percent of the class of  
securities described in Item 1; and (2)  
has filed no amendment subsequent thereto  
reporting beneficial ownership of five  
percent or less of such class). (See Rule  
13d-7).

The remainder of this cover page shall be  
filled out for a reporting person's  
initial filing on this form with respect  
to the subject class of securities, and  
for any subsequent amendment containing  
information which would alter the  
disclosures provided in a prior cover  
page.

The information required in the remainder  
of this cover page shall not be deemed to  
be "filed" for the purpose of Section 18  
of the Securities Exchange Act of 1934  
("Act") or otherwise subject to the  
liabilities of that section of the Act  
but shall be subject to all other  
provisions of the Act (however, see the  
Notes).

(Continued on following pages(s))

CUSIP NO.

012653101

13G

1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON

NationsBank Corporation

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP\*

(a)

(b)

X

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina Corporation

NUMBER OF SHARES BENEFICIALLY OWNED BY

EACH REPORTING PERSON WITH

5

SOLE VOTING POWER

6

6

SHARED VOTING POWER

7

SOLE DISPOSITIVE POWER

8

SHARED DISPOSITIVE POWER

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

10

CHECK BOX IF THE AGGREGATE AMOUNT IN

ROW (9) EXCLUDES CERTAIN SHARES \*

11

PERCENT OF CLASS REPRESENTED BY AMOUNT

IN ROW 9

Less Than 5% (Closing)

12

TYPE OF REPORTING PERSON \*

HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1(a) Name of Issuer:

Albemarle Corporation

Item 1(b) Address of Issuer's

Principal Executive Offices:

330 South Fourth Street

Richmond, Virginia 23219

Item 2(a) Name of Person(s) Filing:

NationsBank Corporation

Item 2(b) Address of Principal Business

Office or, if none, Residence:

101 South Tryon Street, NationsBank

Plaza, Charlotte, North Carolina 28255

Item 2(c) Citizenship:

North Carolina Corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

012653101

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a)

Broker or Dealer registered under Section 15 of the Act

(b)

Bank as defined in Section 3(a)(6) of the Act

(c)

Insurance Company as defined in Section 3(a)(19) of the Act

(d)

Investment Company registered under Section 8 of the Investment Company Act

(e)

Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940

(f)

Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sub-section 240.13d-1(b)(1)(ii)(F)

(g)

X  
Parent Holding Company in accordance with

Sub-section

240.13d-1(b)(ii)(G) (Note: See Item 7)

(h)

Group, in accordance with Sub-section 240.13d-1(b)(1)(ii)(H)

The following entities are holding companies:

NationsBank Corporation

Item 4 Ownership:

With respect to the beneficial ownership of the reporting entity as of 12/31/97, see Items 5 through 11, inclusive, of the respective cover pages of this Schedule 13G applicable to such entity which are incorporated herein by reference.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

X

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification

of the Subsidiary Which Acquired  
the Security Being Reported on By the  
Parent Holding Company:

Pursuant to Rule 13d-1(b)(1)(ii)(G) of the  
Securities Exchange Act of 1934,  
NationsBank Corporation is filing this  
Schedule 13G as a parent holding company.  
Item 8 Identification and Classification  
of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below, I certify that, to the  
best of my knowledge and belief, the  
securities referred to above were acquired  
in the ordinary course of business and  
were not acquired for the purpose of and  
do not have the effect of changing or  
influencing the control of the issuer of  
such securities and were not acquired in  
connection with or as a participant in any  
transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best  
of my knowledge and belief, I certify that  
the information set forth in this  
statement is true, complete and correct.

NATIONSBANK CORPORATION

Date: February 17, 1998

By:

Name: Satish G. Pattegar

Title: Senior Vice President