

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 <input checked="" type="checkbox"/> 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) 02/08/2008	
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								2,296,791	D	
Common Stock								56,120	I	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. ⁽¹⁾
Common Stock								44,865	I	Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. ⁽²⁾
Common Stock								85,129	I	Shares held by William M. Gottwald, Jr. ⁽³⁾
Common Stock								25,153	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. ⁽⁴⁾
Common Stock								44,865	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. ⁽²⁾
Common Stock								116,096	I	Shares held by Elizabeth I. Gottwald. ⁽⁵⁾

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								55,690	I	Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock								130,100	I	Shares held as co-Trustee fbo reporting person's family u/a dtd 12/16/91. ⁽⁶⁾
Common Stock								10,748	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87.
Common Stock								37,975	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. ⁽⁷⁾
Common Stock								6,452	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock								11,414	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.
Common Stock								37,975	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87. ⁽⁷⁾
Common Stock								18,294	I	Shares held as Trustee fbo James Christian Gottwald u/a dtd 10/20/87.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								26,450	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock								37,799	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89. ⁽⁷⁾
Common Stock								9,514	I	Shares held as Trustee fbo Charles Houston Gottwald u/a dtd 9/5/89.
Common Stock								43,727	I	Shares held as Trustee fbo Margaret Addison Gottwald u/a dtd 3/9/92. ⁽⁷⁾
Common Stock								17,894	I	Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock	02/08/2008		D		700,000	D	\$37.2174	560,708	I	Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner. ⁽⁸⁾
Common Stock	02/08/2008		D		1,000,000	D	\$37.2174	0	I	Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽⁹⁾
Common Stock								30,892	I	Held by Spouse ⁽¹⁰⁾

**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					

Explanation of Responses:

1. Includes 24,673 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
2. 12,545 held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
3. Includes 37,427 shares held by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
4. 11,058 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
5. Includes 51,041 shares held by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
6. 57,198 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
7. 11,268 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
8. Price calculated per the terms of an Agreement between Westham Partners, L.P. and Albemarle Corporation. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P. *
9. Price calculated per the terms of an Agreement between the Grandfather Trust and Albemarle Corporation.
10. Additional Indirect Holdings: 8,406 shares held by Trustee under Albemarle Savings Plan; 19,052 shares held as co-trustee fbo James M. Gottwald u/a dtd 12/1/81; 17,894 shares held as co-trustee fbo James M. Gottwald u/a dtd 1/3/89; 10,972 shares held as co-trustee fbo Sarah W. Gottwald u/a dtd 3/1/83.

Remarks:

Nicole C. Daniel, Attorney in Fact 02/11/2008

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.