

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>Motto Amy</u> _____ (Last) (First) (Middle) ALBEMARLE CORPORATION 451 FLORIDA STREET _____ (Street) BATON LA 70801 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ALBEMARLE CORP [ALB]	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) Vice President, Catalysts
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

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							4,411 ⁽¹⁾	I	Albemarle Savings Plan	
Common Stock	01/01/2013		M		2,000	A	\$0 ⁽²⁾	3,295	D	
Common Stock	01/01/2013		F		739 ⁽³⁾	D	\$62.12	2,556	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					
Performance Unit	(4)	01/01/2013		M			2,000	(5)	(6)	Common Stock	2,000	\$0	0	D

Explanation of Responses:

- Portion of share increase due to periodic purchases by Albemarle Corporation Savings Plan trustee.
- Transaction has no purchase or sale price.
- 2,000 Performance Units vested on 1/1/2013. 739 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 4,000 Performance Units granted by Compensation Committee upon achievement of superior level of performance objectives Performance Units vested over a 2 year period. 50% vested on 2/24/2012 and 50% vested on 1/1/2013.
- No expiration date.

Remarks:

/s/ Karen G. Narwold, 01/03/2013
Attorney-in-fact
 ** 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.