

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>WHITLOW MICHAEL D</u>			2. Issuer Name and Ticker or Trading Symbol <u>ALBEMARLE CORP [ALB]</u>			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) <u>VP Investor Relations</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2004</u>					
<u>330 SOUTH FOURTH STREET</u>								
(Street) <u>RICHMOND VA 23219</u>			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		
(City)	(State)	(Zip)						

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			
<u>Common Stock</u>								<u>7,643⁽¹⁾</u>	<u>I</u>	<u>Albemarle Savings Plan</u>
<u>Common Stock</u>	<u>01/29/2004</u>		<u>M</u>		<u>208</u>	<u>A</u>	<u>(2)</u>	<u>5,221</u>	<u>D</u>	
<u>Common Stock</u>	<u>01/29/2004</u>		<u>A</u>		<u>525</u>	<u>A</u>	<u>(2)</u>	<u>5,746</u>	<u>D</u>	

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
<u>Performance Unit</u>	<u>(3)</u>	<u>01/29/2004</u>		<u>M</u>		<u>208</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>208</u>	<u>(2)</u>	<u>208.68</u>	<u>D</u>	
<u>Performance Unit</u>	<u>(3)</u>	<u>01/29/2004</u>		<u>D</u>		<u>208.66</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>208.66</u>	<u>\$29.99</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Portion of share increase due to periodic purchases by Albemarle Corporation Savings Plan trustee.
2. Transaction has no purchase or share price.
3. Performance Units convert 1 for 1.
4. Performance Units issued pursuant to 1998 Incentive Plan. Final vesting of Units accelerated one year -- 50% of the Units (and any fractional shares) are paid in cash and 50% of the Units are paid in stock.

Remarks:

Nicole C. Daniel, attorney in fact 02/02/2004

** 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.