

Martin Scott A.
Form 4
January 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Scott A.

(Last) (First) (Middle)

ALBEMARLE
CORPORATION, 451 FLORIDA
STREET

(Street)

BATON ROUGE, LA 70801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction
(Month/Day/Year)

01/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Vice President, Fine Chemistry

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock				(A) or (D)			Albemarle Savings Plan
Common Stock	01/01/2013		M	2,350 A	\$ 0 ⁽²⁾ 5,124	D	
Common Stock	01/01/2013		F	848 ⁽³⁾ D	\$ 62.12 4,276	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Unit	(4)	01/01/2013		M		2,350		(5)	(6)	Common Stock	2,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Martin Scott A. ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	Vice President, Fine Chemistry

Signatures

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

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Portion of share increase due to periodic purchases by Albemarle Corporation Savings Plan trustee.
- (2) Transaction has no purchase or sale price.
- (3) 2,350 Performance Units vested on 1/1/2013. 848 shares withheld to meet tax liabilities associated with such vested shares.
- (4) Each Performance Unit converts to 1 share of Common Stock.

- (5) 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 vested over a 2 year period. 50% vested on 2/24/2012 and 50% vested on 1/1/2013.
- (6) No expiration date.

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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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