

Motto Amy  
Form 3  
June 19, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Motto Amy		(Month/Day/Year)	ALBEMARLE CORP [ALB]	
(Last)	(First)	06/11/2012	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ALBEMARLE CORPORATION,Â 451 FLORIDA STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President, Catalysts	
BATON ROUGE,Â LAÂ 70801				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,234	I	Albemarle Savings Plan
Common Stock	1,851	D	Â

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (Right to Buy)	04/01/2012 <sup>(1)</sup>	03/31/2019	Common Stock	2,500 <sup>(2)</sup>	\$ 22.45	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <sup>(3)</sup>	03/11/2020	Common Stock	3,000	\$ 41.94	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <sup>(4)</sup>	01/30/2021	Common Stock	3,200	\$ 56.16	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <sup>(5)</sup>	02/23/2022	Common Stock	4,000	\$ 66.14	D	Â
Restricted Stock Unit	02/24/2015 <sup>(6)</sup>	Â <sup>(7)</sup>	Common Stock	5,000	\$ <sup>(8)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motto Amy ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	Â	Â	Â Vice President, Catalysts	Â

## Signatures

/s/ Karen G. Narwold,  
Attorney-in-Fact

06/19/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Cliff vests on 4/01/2012.
- (2) 12,000 Stock Options granted on 4/01/2009. Vested on 4/01/2012. 9,500 shares exercised to date. 2,500 remaining.
- (3) Stock Option to vest in 3 equal installments: 1/3 vested on 3/12/2011 (not yet exercised), 1/3 vested on 3/12/2012 (not yet exercised), and 1/3 to vest on 3/12/2013.
- (4) Stock Option to vest in 3 equal installments: 1/3 vested on 1/31/2012 (not yet exercised), 1/3 to vest on 1/31/2013, and 1/3 to vest on 1/31/2014.
- (5) Stock Option to vest in 3 equal installments: 1/3 on 2/24/2013, 1/3 on 2/24/2014 and 1/3 on 2/24/2015.
- (6) To cliff vest on 2/24/2015.
- (7) No expiration date.
- (8) Restricted Stock Unit to convert 1 to 1 into common stock.

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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