

ALBEMARLE CORP
Form 4
February 26, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelliher Susan M.

(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)

02/24/2014

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 below) ____ Other (specify
below) below)

VP - Human Resources

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock							219 <u>(1)</u>	I	Albemarle Savings Plan
Common Stock	02/24/2014		M		710	A	\$ 0 <u>(2)</u>	5,263	D
Common Stock	02/24/2014		F		266 <u>(3)</u>	D	\$ 63.84	4,997	D
Common Stock	02/25/2014		S		500 <u>(4)</u>	D	\$ 64.41	4,497	D

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

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(9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Unit	(5)	02/24/2014		A		1,420		(6)	(7)	Common Stock	1,420
Performance Unit	(5)	02/24/2014		M			710	(6)	(7)	Common Stock	710
Non-Qualified Stock Option	\$ 63.84	02/24/2014		A		10,461		(8)	02/23/2014	Common Stock	10,461
Restricted Stock Unit	(9)	02/24/2014		A		2,350		(10)	(7)	Common Stock	2,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kelliher Susan M. ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	VP - Human Resources

Signatures

/s/ Jacob B. Wilson,
Attorney-in-fact
02/26/2014
**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 Savings Plan trustee.

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- (2) Transaction has no purchase or share price.
- (3) Performance Units vested on 2/24/2014. Shares withheld to meet tax liabilities associated with such vested shares.
- (4) Shares sold by reporting person pursuant to 10b5-1 plan to meet tax obligations.
- (5) Each Performance Unit converts to 1 share of Common Stock.
Performance Units issued on 2/24/2012 subject to achievement of performance objectives. Performance Units granted by Compensation Committee upon achievement of performance objectives. Performance Units vest over a 2 year period. 50% vested on 2/24/2014 and 50% will vest on 1/1/2015.
- (7) No expiration date.
- (8) Stock Options vest in three equal installments over 3 years: 2/24/2017, 2/24/2018 and 2/24/2019.
- (9) Each Restricted Stock Unit converts to 1 share of Common Stock.
- (10) 50% of Restricted Stock Units to vest in the first quarter of 2016 at the time the Compensation Committee makes its determination with respect to performance goals, and 50% to vest on January 1, 2017.

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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