

ALLEN WILLIAM B JR

Form 4/A

July 23, 2009

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 *
ALLEN WILLIAM B JR

(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)
07/23/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/05/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP and Corporate Controller

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								4,653 ⁽⁴⁾	I	Albemarle Savings Plan
Common Stock	06/05/2009		M		1,000	A	\$ 12.915	1,000	D	
Common Stock	06/05/2009		S		1,000	D	\$ 29.08	11,265 ⁽⁵⁾	D	
Common Stock ⁽⁶⁾								851	I	Shares held by spouse.

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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 (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)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 12.915	06/05/2009		M	1,000	01/30/2006 01/29/2013	Common Stock	1,000
Phantom Stock	(1)					(2) (3)	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
ALLEN WILLIAM B JR ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	Director 10% Owner Officer Other VP and Corporate Controller

Signatures

Nicole C. Daneil,
attorney 07/23/2009

**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) Phantom Shares convert 1 to 1.

(2) Phantom Shares represent supplemental Savings Match.

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- (3) No expiration Date.
- (4) Portion of share increase due to periodic purchase by Albemarle Corporation Savings Plan trustee.
- (5) Amending Common Stock amount as this amount was amended in Form 3.
- (6) Amending to add spouse's held 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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