

ALLEN WILLIAM B JR
 Form 3/A
 July 23, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *

ALLEN WILLIAM B JR
 (Last) (First) (Middle)

ALBEMARLE CORPORATION, 451 FLORIDA STREET

(Street)

BATON ROUGE, LA 70801

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/23/2009

3. Issuer Name and Ticker or Trading Symbol
 ALBEMARLE CORP [ALB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

05/13/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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 | 4,615 | I | Albemarle Savings Plan |
| Common Stock ⁽⁴⁾ | 11,265 | D | AL |
| Common Stock ⁽⁴⁾ | 851 | I | Shares held by spouse. |

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)

Edgar Filing: ALLEN WILLIAM B JR - Form 3/A

| 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 (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock | Â (2) | Â (3) | Common Stock | 73 | \$ (1) | D | Â |
| Non-qualified Stock Option (Right to Buy) (4) | 01/30/2006 | 01/29/2013 | Common Stock | 1,000 | \$ 12.92 | D | Â |
| Non-qualified Stock Option (Right to Buy) (4) | 04/01/2012 | 04/01/2019 | Common Stock | 18,000 | \$ 22.45 | D | Â |

Reporting Owners

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

Signatures

Nicole C. Daniel, Assistant General
Counsel

07/23/2009

__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) Each share of phantom stock is the economic equivalent of one share of Albemarle Corporation common stock.

(2) Phantom Shares represent supplemental Savings Plan match.

(3) No expiration date.

(4) Amended Form 3 to add shares omitted from original Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.