CROMPTON CORP
Form 11-K
June 27, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

[X] Annual Report pursuant to Section 15 (d) of the Securities Exchange Act of 1934

For the calendar year ended December 31, 2001

OR

[ ] Transition report pursuant to Section 15 (d) of the Securities Exchange Act of 1934

For the transition period from ________ to _________

Commission file number 0-30270

A. Full title of the Plan and the address of the Plan, if different from that of the issuer named below:

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

Crompton Corporation
One American Lane
Greenwich, Connecticut 06831

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Index to Financial Statements

CROMPTON CORPORATION

EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements and Supplemental Schedules

December 31, 2001 and 2000

(With Independent Auditors' Report Thereon)

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

INDEX

Independent Auditors' Report

The Board of Directors
Crompton Corporation:

We have audited the accompanying statements of net assets available for plan benefits of Crompton Corporation Employee Stock Ownership Plan (the "Plan") as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits as of December 31, 2001 and 2000, and the changes in net assets available for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year), schedule of reportable transactions, and schedule of nonexempt transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/KPMG LLP
Stamford, Connecticut
June 14, 2002

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Plan Benefits

For the years ended December 31, 2001 and 2000

	2001	2000
Investments, at fair value:		
Common stock of Crompton Corporation	$24,362,058	$26,735,247
Fixed Income Fund	12,071,789	12,948,033
Mutual Funds	18,242,752	18,225,058
Cash and short-term investments at cost, which approximates market	--	47
Contributions receivable from participants	333,454	439,674
Contribution receivable from Crompton Corporation	231,246	279,821
Accrued income	--	94,720
Net assets available for plan benefits	$55,241,299	$58,722,600

See accompanying notes to financial statements

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes In Net Assets Available for Plan Benefits

For the years ended December 31, 2001 and 2000

	2001	2000
Additions		
Additions to net assets attributed to:		
Interest and dividends	$ 1,426,720	$ 2,926,855
Contributions:		
Participant rollovers	37,881	3,646
Participants	5,217,557	5,838,726
Employer	3,378,177	3,733,416
Total additions	10,060,335	12,502,643
Deductions		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	(5,354,656)	(8,413,328)
Withdrawals and distributions	(8,150,844)	(11,116,800)
Administrative expenses	(36,136)	(55,280)
Total deductions	(13,541,636)	(19,585,408)
Net decrease	(3,481,301)	(7,082,765)
Net assets available for plan benefits at the beginning of the year	58,722,600	65,805,365

Net assets available for plan benefits at the end of the year	$55,241,299	$58,722,600

See accompanying notes to financial statements

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2001 and 2000

1. Basis of Presentation
The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for plan benefits and changes in those net assets.

2. Plan Description
The Employee Stock Purchase and Savings Plan was adopted by the Board of Directors of Crompton Corporation (the "Company") on January 27, 1976. Effective July 1, 1989, the Board of Directors amended the Plan to convert it into an Employee Stock Ownership Plan (the "Plan"). The following description of the Plan provides only general information. For complete information see the Plan document. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Employee Benefits Committee consisting of persons appointed by the Board of Directors of the Company.

Beginning in 2001, Fidelity Investments (r) (the "Trustee") was selected by the Company as custodial trustee for a majority of the Plan assets. Prior to 2001, Fleet Bank was the custodial trustee of the Plan. The Trustee has custodial responsibility for a trust fund on behalf of the Plan and maintains accounting records for all Plan assets.

Eligibility
Employees of participating affiliates of the Company are eligible to participate upon attaining the age of 18 and having worked for at least a thirty (30) consecutive day period of employment.

Contributions and Vesting
The Plan permits an eligible employee to elect to participate by authorizing a withholding of an amount equal to 1%, 2%, 3%, 4%, 5% or 6% of compensation as the basic contribution to the Plan. Contributions by the Company to the Plan are made at an amount equal to 66 2/3% of each participating employee's basic employee contribution to the Plan. If participants are not eligible for any other defined contribution plan, additional employee contributions in 1% increments up to 10% of compensation can be made as supplemental employee contributions. Supplemental employee contributions are not eligible for matching Company

contributions.

A participant in the Plan is fully vested in his basic and supplemental contributions. Employer contributions vest 100% over a five-year period at a rate of 40% after two years of service and an additional 20% per year thereafter. Forfeitures are accumulated and used to reduce Company contributions. There were no forfeitures in 2001 and 2000.

Withdrawals/Benefit Payments
Upon termination, death, or retiring, a participant's account shall be distributed. However, funds can remain in the Plan after retirement indefinitely with quarterly withdrawals permitted and as long as funds begin to be distributed after the participant reaches the age of 70 1/2.

A participant may elect to make one withdrawal of his basic or supplemental contributions in a 12-month period. Withdrawal of basic contributions will cause a suspension of contributions for a three-month period. A participant who is fully vested and has withdrawn all of his basic and supplemental contributions may also elect to withdraw all or part of his employer contributions. Withdrawal of employer contributions will result in a suspension of contributions for a six-month period.

The Plan does not allow for participant loans.

Investments Options
The Company's contribution to the Plan is invested in the Crompton Corporation Common Stock Fund. The Plan provides for investment of employee contributions in the Crompton Corporation Stock Fund and among various investment funds maintained by Fidelity Investments and Fleet Investment Management.

Each participant is permitted to elect to have his basic contribution invested in any of the funds in 1% increments.

Fund transfers can be made on a daily basis in a minimum of 1% increments.

3. Summary of Accounting Policies
Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value except for the benefit-responsive investment contract, which is valued at contract-value (Note 5). Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. The Crompton Corporation stock fund is valued at its year-end closing price.

Net appreciation (depreciation) in fair value of investments includes investments bought and sold and held during the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis and dividends are recorded on the ex-dividend date.

Payment of Benefits
Benefits are recorded when paid.

Plan Expenses
Plan expenses may be paid by the Company, however if not paid by the Company, may be charged to the Plan. The Company provides administrative and accounting services for the Plan at no charge.

4. Investments
The Plan's investments that exceeded 5% of net assets available for plan benefits as of December 31, 2001 and 2000 are as follows:

	2001	2000
Crompton Corporation Common Stock	$24,362,058	$26,735,247
Crompton Corporation Blended Income Fund	12,071,789	--
Fidelity Magellan Fund	4,965,324	--
Fidelity U.S. Equity Index Commingled Fund	2,886,325	--
Hartford Life Ins. Co. Group Annuity Contract	--	4,846,885
Fleet Stable Asset Fund	--	8,101,148
Galaxy Growth and Income Fund	--	5,735,784

During 2001 and 2000, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value as follows:

	2001	2000
Mutual Funds	($2,241,222)	($2,046,239)
Common Stock of Crompton Corporation	(3,113,434)	(6,422,369)
	($5,354,656)	($8,468,608)

5. Investment Contracts with Insurance Company
The Blended Income Fund invests in benefit-responsive guaranteed investment contracts ("GICs") offered by major insurance companies and other approved financial institutions and in certain types of fixed income securities. These GICs are stated at contract value, as determined by Fidelity, which approximates fair value. The average yield on the Company's GICs was 5.93% during 2001. The crediting interest rate on these GICs was 2.43% at December 31, 2001. The Blended Income Fund was not an investment option in 2000.

6. Income Taxes
The Internal Revenue Service ("IRS") has determined and has informed the Company by a letter dated November 16, 1994, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and

the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Company applied for a new tax determination letter in December, 2001 and is awaiting response from the IRS.

7. Party-in-Interest Transactions
Fidelity Investments (r), Fleet Bank and the Company are parties-in-interest as defined in Section 3 (14) of ERISA. During the years 2001 and 2000, there were no Prohibited party-in-interest transactions.

8. Priorities Upon Termination of the Plan
The Board of Directors of the Company shall have the right from time to time to add to, modify or amend the Plan, and the Board of Directors shall have the right to terminate the Plan. The Board of Directors may also authorize the inclusion in any contract entered into by the Company with the union or unions representing employees, or with any group or groups of employees, of a provision or provisions having the effect of limiting or foregoing any such rights. Further, no addition to, modification, amendment or termination of the Plan shall have the effect of reducing the entitlement of any participant benefit accrued under the Plan or of diverting any part of the assets of the Trust Fund for purposes other than provided in the Plan.

Upon termination of the Plan, or a complete and permanent discontinuance of contributions of all participants, the value of each participant account, if not already vested, shall vest fully and all amounts remaining in all participant accounts shall be delivered and paid as soon as practicable in accordance with the Plan Document.

9. Nonexempt Transactions

There were unavoidable delays by the Company in submitting January, February, and March employee contributions for the Company's subsidiary Davis Standard Corporation due to data processing systems complications. The Company will be reimbursing the Plan for lost earnings determined by an interest calculation based on the number of days the contributions were delayed.

Schedule H, Line 4i

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Schedule of Assets (held at end-of-year)

December 31, 2001

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value

* Crompton Corporation	Common Stock	$24,362,058
* Fidelity	Blended Income Fund	12,071,789
* Fidelity	Fidelity Magellan Fund	4,965,324
* Fidelity	U.S. Equity Index Commingled Fund	2,886,325
* Fidelity	Fidelity Freedom 2010	2,662,243
* Fidelity	Fidelity Growth Company Fund	2,412,249
Dreyfus	Dreyfus Small Company Fund	1,834,882
Dreyfus	Dreyfus Premium Core Bond	1,233,088
Putnam Investments	Putnam Int'l Growth Fund A	1,137,351
* Fidelity	MSIFT Equity Fund	655,179
* Fidelity	Fidelity Freedom 2020	201,717
* Fidelity	Dodge & Cox Stock	65,666
Galaxy	Galaxy Growth II Fund	57,591
* Fidelity	Fidelity Freedom 2030	56,766
* Fidelity	Fidelity Freedom Income	39,103
Dreyfus	Dreyfus Founders Discovery A	20,699
* Fidelity	Fidelity Freedom 2040	7,829
* Fidelity	Fidelity Freedom 2000	6,740
	TOTAL INVESTMENTS	$54,676,599

* Denotes a party-in-interest to the Plan
* See accompanying independent auditors' report

Schedule H, Line 4j

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Schedule of Reportable Transactions

For the year ended December 31, 2001

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset

Current Value of Asset	Net Gain/(Loss)

on Transaction Date

*** No reportable transactions ***

Party-in-interest - All parties listed above

Schedule G, Part III

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Nonexempt Transactions

Year ended December 31, 2001

(a) Identity of party involved	(b) Relationship to plan, employer or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value
Crompton Corporation	Plan Sponsor	Overdue employee contributions not time remitted to the Plan (see also note 9 to the financial statements)

(d) Purchase Price	(e) Sell Price	(f) Lease rental
$542,899*	N/A	N/A

(g) Expenses incurred in connection with transaction	(h) Cost of asset	(i) Current value of asset
N/A	N/A	$542,899

(j) Net gain or (loss) on each transaction
N/A

*This represents total amount of contributions that have been withheld from employees, but not remitted timely into trust by the Plan Sponsor.

See accompanying independent auditor's report.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CROMPTON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN

Date: June 27, 2002

By:/s/Peter Barna
Peter Barna
Senior Vice President &
Chief Financial Officer