

Motto Amy
Form 4
February 26, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Motto Amy

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ALBEMARLE CORPORATION, 451 FLORIDA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Catalysts

BATON ROUGE, LA 70801

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 4,424 ⁽¹⁾ | I | Albemarle Savings Plan |
| Common Stock | 02/22/2013 | | M | 1,700 A ⁽²⁾ | \$ 0 4,256 | D | |
| Common Stock | 02/22/2013 | | F | 547 ⁽³⁾ D | \$ 65 3,709 | D | |

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

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SEC 1474 (9-02)

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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 |
| Performance Unit | (4) | 02/22/2013 | | A | 3,400 | (5) (6) | Common Stock 3 |
| Performance Unit | (4) | 02/22/2013 | | M | 1,700 | (5) (6) | Common Stock 1 |
| Non-Qualified Stock Option | \$ 65 | 02/22/2013 | | A | 8,239 | (7) 02/21/2023 | Common Stock 8 |

Reporting Owners

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

Signatures

/s/ Karen G. Narwold, 02/26/2013
Attorney-in-fact

__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.
- (2) Transaction has no purchase or share price.
- (3) Performance Units vested on 2/22/2013. Shares withheld to meet tax liabilities associated with such vested shares.
- (4) Each Performance Unit converts to 1 share of Common Stock.
- (5)

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Performance Units issued on 1/31/2011 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 2/22/2013 and 50% will vest on 1/1/2014.

- (6) No expiration date.
- (7) Stock Options vest in three equal installments over 3 years: 2/22/2016, 2/22/2017, and 2/22/2018

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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