

Juneau Matthew
Form 4
February 26, 2013

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 *
Juneau Matthew

(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)

02/22/2013

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 ____ Other (specify
below) below)

VP, Polymer Solutions

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		Albemarle Savings Plan
Common Stock	02/22/2013		M	5,100 A	\$ 0 (2)	9,785	D
Common Stock	02/22/2013		F	1,640 (3)	D \$ 65	8,145	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 An Underlying Sec (Instr. 3 and 4)	8. A c N c	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Unit	(4)	02/22/2013		A		10,200		(5)	(6)	Common Stock
Performance Unit	(4)	02/22/2013		M		5,100		(5)	(6)	Common Stock
Non-Qualified Stock Option	\$ 65	02/22/2013		A		10,299		(7)	02/21/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Juneau Matthew ALBEMARLE CORPORATION 451 FLORIDA STREET BATON ROUGE, LA 70801	VP, Polymer Solutions

Signatures

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

__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.

Performance Units issued on 1/31/2011 subject to achievement of performance objectives. Performance Units granted by Compensation

(5) 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.

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(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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