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

FORM 3

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

OMB APPROVAL	
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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 *
Â ALLEN WILLIAM B JR
(Last) (First) (Middle)

ALBEMARLE CORPORATION,Â 451 FLORIDA STREET
(Street)

BATON ROUGE,Â LAÂ 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
__X__ Officer (give title below) _____ Other (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)
_X_ 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	Â
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)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

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,Â LAÂ 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 From 3.

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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