

ALBEMARLE CORP  
Form FWP  
December 08, 2010

Filed pursuant to Rule 433

Free Writing Prospectus dated December 7, 2010

Registration Statement No. 333-171014

**ALBEMARLE CORPORATION**

**Pricing Term Sheet December 7, 2010**

**\$350,000,000 4.500% Senior Notes due 2020**

*The following information, filed pursuant to Rule 433, supplements the Preliminary Prospectus Supplement dated*

*December 7, 2010, filed as part of Registration Statement No. 333-171014*

Issuer:	Albemarle Corporation (the Company )
Security:	4.500% Senior Notes due 2020
Aggregate Principal Amount Offered:	\$350,000,000
Rating <sup>1</sup> :	Baa1 by Moody's Investors Service (stable outlook) and BBB by Standard and Poor's Ratings Services (positive outlook)
Trade Date:	December 7, 2010
Settlement Date:	December 10, 2010 (T + 3)
Maturity:	December 15, 2020
Coupon Payment Dates:	June 15 and December 15 of each year, beginning June 15, 2011
Benchmark Treasury:	2.625% due November 15, 2020
Benchmark Price:	95-22
Benchmark Treasury Yield:	3.133%
Spread to Benchmark Treasury:	T+148 bps
Coupon:	4.500%
Price to Public:	99.101%
Net Proceeds to Issuer (excluding transaction related expenses):	\$344,578,500
Yield to Maturity:	4.613%
CUSIP & ISIN:	012725 AA5; US012725AA56
Optional Redemption:	Make-whole at T+25 bps

At any time on or after three months prior to the maturity date, the notes will be redeemable as a whole or in part, at our option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the notes to be redeemed to the date of redemption.

Change of Control Triggering Event:	Puttable at 101% of the principal amount plus accrued interest, if any, up to but not including the redemption date
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Joint Bookrunning Managers: Merrill Lynch, Pierce, Fenner & Smith Incorporated  
 J.P. Morgan Securities LLC  
 UBS Securities LLC

Senior Co-Managers: BNP Paribas Securities Corp.  
 Wells Fargo Securities, LLC

Co-Managers: BNY Mellon Capital Markets, LLC  
 HSBC Securities (USA) Inc.  
 Mitsubishi UFJ Securities (USA), Inc.  
 RBS Securities Inc.  
 SMBC Nikko Capital Markets Limited  
 SunTrust Robinson Humphrey, Inc.

As Adjusted Capitalization: As of September 30, 2010

	(In thousands)	<b>As Adjusted (1)</b>
Cash and cash equivalents		\$524,673(2)
Senior Unsecured Revolving Credit Facility		64,147 (3)
5.10% Senior notes due 2015		324,855
Senior Notes offered hereby		346,854
Subtotal senior debt		735,856
Other Debt		132,879
Total Debt		868,735
 Total Equity		 1,438,041
 Total Capitalization.		 \$2,306,776

(1) Assumes net proceeds of approximately \$343.9 million after underwriting discounts and transaction related expenses.

(2) Includes approximately \$100.0 million of net proceeds expected to be used to fund pension related obligations.

(3) Assumes pay down of revolving credit facility of approximately \$243.9 million.

Pro forma ratio of earnings to fixed charges:

	<b>Nine months ended</b>	
	<b>2009</b>	<b>September 30, 2010</b>
Pro forma ratio of earnings to fixed charges	4.1x	8.7x

The information in this communication supersedes the information in the preliminary prospectus supplement to the extent it is inconsistent with such information. Before you invest, you should read the preliminary prospectus supplement (including the documents incorporated by reference therein) for more information concerning the Company and the Notes.

The Company has previously filed a registration statement (including a prospectus) on Form S-3 with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates, which registration statement was automatically effective on December 7, 2010. Before you invest, you should read the prospectus supplement to the prospectus in that registration statement and the other documents the

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Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 800-294-1322 or UBS Securities LLC toll free at 877-827-6444 (ext. 561-3884).

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating. The rating is subject to revision or withdrawal at any time by the assigning rating organization.