



Albemarle Corporation



ALB NYSE

Chemicals - Commodity

Market Capitalization USD:

\$3,706.39 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Luther C. Kissam

Age: 47

CEO Since: 2011

	2009	2010	2011
Base Salary	\$900,000	\$900,000	\$900,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$900,000	\$1,910,000	\$3,000,000
Benefits and Perquisites	\$77,732	\$65,352	\$58,204
TOTAL ANNUAL COMPENSATION	\$1,877,732	\$2,875,352	\$3,958,204
Increase in Post-Retirement Benefits	\$2,483,457	\$2,125,077	\$2,828,695
Stock Option Awards	\$1,338,000	\$876,935	\$1,562,300
Stock Awards	\$524,500	\$3,355,200	\$2,414,880
TOTAL COMPENSATION	\$6,223,689	\$9,232,564	\$10,764,079
Median of Other Named Executive Officers Total Compensation	\$1,883,005	\$3,183,783	\$5,024,070
Value Realized on Exercise of Stock Option	\$0	\$4,540,005	\$2,084,505
Value Realized on Vesting of Stock	\$2,387,880	\$2,286,280	\$115,680
TOTAL REALIZED EQUITY COMPENSATION	\$2,387,880	\$6,826,285	\$2,200,185

Proxy Date: 28 Mar 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 8.37%

Stock Option Run Rate: 0.45%

Albemarle Corporation

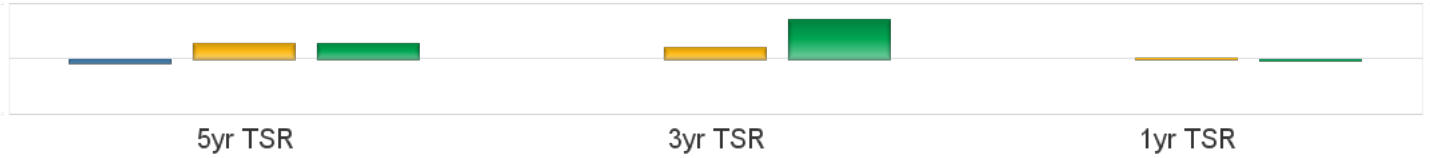
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Performance Comparison

■ S&P500 ■ Industry ■ ALB



Peer Comparisons (TRBC) =Chemicals - Commodity

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ALB	Albemarle Corporation	\$6,223,689	\$9,232,564	\$10,764,079	\$3,706,394,737
SHW	Sherwin-Williams Company (The)	\$7,495,810	\$7,735,200	\$8,150,048	\$7,970,371,999
CE	Celanese Corporation	\$9,061,322	\$8,565,649	\$7,306,003	\$5,085,868,595
ARG	Airgas, Inc.	\$3,062,832	\$3,364,953		\$4,826,722,937
IFF	International Flavors & Fragrances Inc.	\$8,088,657	\$8,899,010	\$4,874,095	\$4,546,784,854
VAL	Valspar Corporation (The)	\$7,626,607	\$8,428,461	\$6,319,172	\$2,916,888,004
RPM	RPM International Inc.	\$2,672,473	\$5,434,034		\$2,452,285,966

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

A. Schulman Inc., Air Products & Chemicals, Inc., Airgas, Inc., Ashland Inc., Avery Dennison Corporation, Cabot Corporation, Calgon Carbon Corporation, Celanese Corporation, CF Industries Holdings, Inc., Cytec Industries Inc., The Dow Chemical Company, Eastman Chemical Company, Ecolab Inc., E.I. DuPont de Nemours and Company, FMC Corporation, H. B. Fuller Company, Huntsman Corporation, International Flavors & Fragrances Inc., The Lubrizol Corporation, Minerals Technologies Inc., The Mosaic Company, NewMarket Corporation, Olin Corporation, OM Group, Inc., PPG Industries, Inc., Praxair, Inc., Rockwood Holdings, Inc., RPM International Inc., Sensient Technologies Corporation, Sigma-Aldrich Corporation, Solutia Inc., W.R. Grace & Co.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John Sherman	Chairman	66	Male	9	Outside
Barrv W. Perrv	Member	65	Male	2	Outside
J.W. Nokes	Member	65	Male	3	Outside
R. William Ide	Member	71	Male	7	Outside

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