



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

Mail Stop 7010

October 31, 2006

**via U.S. mail and facsimile**

Karen R. Osar  
Executive Vice President and Chief Financial Officer  
Chemtura Corporation  
199 Benson Road  
Middlebury, Connecticut 06749

**Re: Chemtura Corporation  
Form 10-K for the Fiscal Year Ended December 31, 2005  
Filed March 31, 2006  
Form 10-Q for the Fiscal Quarters Ended March 31, 2006 and June 30,  
2006  
File No. 1-15339**

Dear Ms. Osar:

We have reviewed your response letter dated October 13, 2006 and the additional information you have provided with regards to the classification of the (a) Witco pension and OPEB expenses, (b) gain on sale of Gustafson, and (c) gains and losses on sale of businesses. We continue to believe that you need to revise your financial statements to appropriately classify each of these items within your consolidated statements of operations. In this regard, we believe that your Witco pension and OPEB expenses and the gain/(loss) on sale of businesses should be classified within operating profit (loss). We further note that the gain on sale of Gustafson should be classified consistent with your equity income. Please amend your 2005 Form 10-K and subsequent Forms 10-Q and address the items listed in comment 7 from our letter dated October 2, 2006.

\* \* \* \*

As appropriate, please amend your filing and respond to this comment within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a letter on EDGAR that keys your responses to our comment. Detailed response letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comment.

Karen R. Osar  
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You may contact Tracey Houser, Staff Accountant, at (202) 551-3736, or in her absence, Jeanne Baker at (202) 551-3691, or me at (202) 551-3255, if you have questions regarding comments on the financial statements and related matters.

Sincerely,

Nili Shah  
Accounting Branch Chief