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FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB APPROVAL
OMB Number: 3235-0076
Expires: December 31, 2008
Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer Solvay S.A.	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type (Select one) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization Belgium		
Year of Incorporation/Organization (Select one) <input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year) <input type="text"/> <input type="radio"/> Yet to Be Formed		

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s))

SEE Mail Mail Processing Section

Item 2. Principal Place of Business and Contact Information

Street Address 1 Rue du Prince Albert, 33	Street Address 2	City Bruxelles	State/Province/Country Belgium	ZIP/Postal Code 1050	Phone No. 011 32 2 509 6414
					Washington, DC 109

JAN 04 2009

Item 3. Related Persons

Last Name Michielsens	First Name Aldis	Middle Name
Street Address 1 Rue du Prince Albert, 33	Street Address 2	
City 1050 Bruxelles, Belgium	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	Clarification of Response (if Necessary)	

PROCESSED
JAN 30 2009
THOMSON REUTERS

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

<input type="radio"/> Agriculture	<input type="radio"/> Business Services	<input type="radio"/> Construction
<input type="radio"/> Banking and Financial Services	<input type="radio"/> Energy	<input type="radio"/> REITS & Finance
<input type="radio"/> Commercial Banking	<input type="radio"/> Electric Utilities	<input type="radio"/> Residential
<input type="radio"/> Insurance	<input type="radio"/> Energy Conservation	<input type="radio"/> Other Real Estate
<input type="radio"/> Investing	<input type="radio"/> Coal Mining	<input type="radio"/> Retailing
<input type="radio"/> Investment Banking	<input type="radio"/> Environmental Services	<input type="radio"/> Restaurants
<input type="radio"/> Pooled Investment Fund	<input type="radio"/> Oil & Gas	<input type="radio"/> Technology
If selecting this industry group, also select one fund type below and answer the question below:	<input type="radio"/> Other Energy	<input type="radio"/> Computers
<input type="radio"/> Hedge Fund	<input type="radio"/> Health Care	<input type="radio"/> Telecommunications
<input type="radio"/> Private Equity Fund	<input type="radio"/> Biotechnology	<input type="radio"/> Other Technology
<input type="radio"/> Venture Capital Fund	<input type="radio"/> Health Insurance	<input type="radio"/> Travel
<input type="radio"/> Other Investment Fund	<input type="radio"/> Hospitals & Physicians	<input type="radio"/> Airlines & Airports
Is the Issuer registered as an investment company under the Investment Company Act of 1940? <input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Pharmaceuticals	<input type="radio"/> Lodging & Conventions
<input type="radio"/> Other Banking & Financial Services	<input checked="" type="radio"/> Manufacturing	<input type="radio"/> Tourism & Travel Services
	<input type="radio"/> Real Estate	<input type="radio"/> Other Travel
	<input type="radio"/> Commercial	<input type="radio"/> Other



FORM D

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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
\$1 - \$1,000,000
\$1,000,001 - \$5,000,000
\$5,000,001 - \$25,000,000
\$25,000,001 - \$100,000,000
Over \$100,000,000
Decline to Disclose
Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
\$1 - \$5,000,000
\$5,000,001 - \$25,000,000
\$25,000,001 - \$50,000,000
\$50,000,001 - \$100,000,000
Over \$100,000,000
Decline to Disclose
Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
Rule 504(b)(1)(i)
Rule 504(b)(1)(ii)
Rule 504(b)(1)(iii)
Rule 505
Rule 506
Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
Section 3(c)(2)
Section 3(c)(3)
Section 3(c)(4)
Section 3(c)(5)
Section 3(c)(6)
Section 3(c)(7)

- Section 3(c)(9)
Section 3(c)(10)
Section 3(c)(11)
Section 3(c)(12)
Section 3(c)(13)
Section 3(c)(14)

Item 7. Type of Filing

New Notice OR Amendment

Date of First Sale in this Offering: December 26, 2008 OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
Pooled Investment Fund Interests
Tenant-in-Common Securities
Mineral Property Securities
Other (Describe)

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Empty box for clarification of response.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient Recipient CRD Number No CRD Number

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation All States

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input checked="" type="checkbox"/> WY	<input type="checkbox"/> PR	<input type="checkbox"/>

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ OR Indefinite

(b) Total Amount Sold \$

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ OR Indefinite

Clarification of Response (if Necessary)

*The \$ amount is calculated on the closing sales price in Euros of Solvay S.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate

Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

Estimate

Clarification of Response (if Necessary)

Offering consists of granting \$6,864,100* of options to purchase Solvay S.A. shares to eligible senior managers of Solvay S.A.'s majority-owned U.S. subsidiaries.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

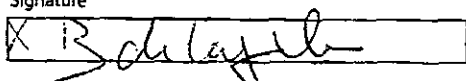
Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Name of Signer

Signature
 

Title

Number of continuation pages attached:

Date 8/1/2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Cautreels	Werner	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Jourquin	Christian	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
de Lagulche	Bernard	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
De Cuyper	Vincent	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
van Rijckevorsel	Jacques	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Mesland	Jean-Michael	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Keams	Roger	
Street Address 1	Street Address 2	
16-17 Floor, Wave Place, 55 Wireless Road, Kwaeng Lumpini		
City	State/Province/Country	ZIP/Postal Code
Khet Pathumwan, Bangkok	10330 Thailand	
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
de Wangen	Baron Hubert	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Solvay	Jean-Marie	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
de Selliers de Moranville	Chevalier Guy	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Solvay	Denis	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Boël	Nicolas	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Sadler	Whitson	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
van Zeebroeck	Jean	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Folz	Jean-Martin	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Casimir-Lambert	Charles	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
van Miert	Karel	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Bufe, Dr.	Uwe-Ernst	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
van Rossum	Anton	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Scheuble, Dr.	Bernhard	
Street Address 1	Street Address 2	
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

END