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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GREAT LAKES CHEMICAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

RPX Exhibit 1171

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Notice of

2002 ANNUAL MEETING OF SHAREHOLDERS

and

PROXY STATEMENT

PLACE OF MEETING

Thursday, May 2, 2002
Parkwood IV Conference Center
500 East 96th Street
Indianapolis, Indiana
Meeting 11:00 a.m.
(Eastern Standard Time)

IMPORTANT

You are cordially invited to attend the meeting. Whether or not you plan to attend, you are urged to indicate your vote on the enclosed proxy. Please mark, date, sign and promptly return the proxy using the enclosed reply envelope. No postage is required if mailed in the United States.

IMPORTANT



INDIANAPOLIS, INDIANA

**Notice of Annual Meeting of Shareholders
May 2, 2002**

be held at Parkwood IV Conference Center, 500 East 96th Street, Indianapolis, Indiana, on Thursday, May 2, 2002, at 11:00 a.m. (Eastern Standard Time) to consider and vote on the following matters:

1. Election of three directors;
2. Adoption of the 2002 Stock Option and Incentive Plan;
3. A shareholder proposal recommending elimination of the classified board; and
4. Transaction of any other business properly brought before the meeting.

The Board of Directors fixed March 4, 2002, as the date of record for the meeting, and only shareholders of record at the close of business on that date will be entitled to vote at the meeting or any adjournment thereof.

A proxy statement, form of proxy and a 2001 annual report of the Company are enclosed.

By Order of the Board of Directors,

JEFFREY M. LIPSHAW
Secretary

March 28, 2002

NOTICE

Please mark, date, sign and promptly return the proxy using the enclosed reply envelope.
No postage is required if mailed in the United States.

NOTICE

Great Lakes Chemical Corporation

500 East 96th Street, Suite 500, Indianapolis, Indiana 46240

PROXY STATEMENT March 28, 2002 for Annual Meeting of Shareholders to be Held on May 2, 2002

The Board of Directors (the "Board") is soliciting proxies to be used at the Annual Meeting to be held on May 2, 2002, and any adjournments thereof. This proxy statement, the form of proxy and the Great Lakes Chemical Corporation annual report for 2001 will be mailed to shareholders on or about March 28, 2002.

Only shareholders of record at the close of business on March 4, 2002 (the "record date") will be entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. On that date, there were 50,186,685 issued and outstanding shares of the Company's common stock ("Common Stock"), the only class of voting securities of the Company.

INFORMATION ABOUT VOTING

Methods of Voting

Your vote is very important. You can vote by mail or you can cast your vote by attending the Annual Meeting of shareholders. To vote by mail, mark your proxy, date and sign it and return it in the postage-paid return envelope that is provided.

If you are the beneficial owner of shares held in "street name" by a broker, the broker as the holder of record of the shares is required to vote these shares in accordance with your instructions.

All shares that have been properly voted and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign the proxy card but do not give voting instructions, the shares represented by that proxy will be voted for the election of the nominee directors, for Proposal Two (adoption of the 2002 Stock Option and Incentive Plan) and against Proposal Three (the shareholder proposal) as recommended by the Board of Directors.

Revoking or Changing Your Vote

You may revoke or change your proxy at any time before it is voted at the Annual Meeting by:

- Sending written notice of revocation to the secretary of the Company;
- Submitting another properly signed proxy with a later date; or
- Attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

Vote Required

There are differing vote requirements for the various Proposals. Directors will be elected by the vote of a plurality of the shares present or represented by proxy at the Annual Meeting. Only votes cast for a nominee will be counted. Unless indicated otherwise by your proxy, your shares will be voted for the three nominees. Instructions on your proxy to withhold authority to vote for one or more of the nominees will not count as a vote against the nominees.

Proposal Two, the adoption of the 2002 Stock Option and Incentive Plan, requires an affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting. Unless otherwise indicated by your proxy, your shares will be voted for adoption of the 2002 Stock Option and Incentive Plan.

Proposal Three, the shareholder proposal regarding the classified board, also requires an affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting.

Abstentions and Broker Non-Votes

Proxies expressly marked as "abstain" as to Proposal Two or Proposal Three will not be counted as votes "for" or "against" a proposal, but will be counted in determining the number of shares present or represented on a proposal for purposes of a quorum. Since approval of Proposal Two and Proposal Three requires the affirmative vote of a majority of the shares present or represented, abstentions will have the same effect as a vote "against" those proposals. New York Stock Exchange rules prohibit brokers from voting on Proposal Three without receiving instructions from the beneficial owner of the shares. In the absence of instructions, shares subject to such "broker non-votes" will not be counted as voted, and will have no effect on the proposal.

Other Business

If any other matters are properly presented at the Annual Meeting for consideration, the persons named on the enclosed proxy card will have the discretion to vote on those matters for you. At the date we began printing this proxy statement, the Board of Directors knew of no other matter to be raised at the Annual Meeting.

PROPOSAL ONE: ELECTION OF DIRECTORS

The Board of Directors of the Company, pursuant to the By-Laws, has set the number of directors of the Company at nine. The Board is divided into three classes of equal size (to the extent possible), with one class to be elected each year, in rotation, for a term of three years.

Unless otherwise instructed, the proxy holder will vote the proxy (or proxies) received for the three nominees named below for three-year terms to expire at the Annual Meeting in 2005 and until their successors are duly elected and qualified. The Board expects that all

Annual Meeting, the persons named on the proxy will vote for another candidate nominated by the Board, or the Board may reduce the number of directors serving on the Board.

Each of the nominees named below is currently a director of the Company. Their biographies are as of February 15, 2002. None of the business organizations, other than Great Lakes Chemical Corporation and OSCA, Inc., with which the named individuals are employed or associated is a parent, subsidiary or affiliate of the Company.

Election of directors for a three-year term expiring in 2005

Mark P. Bulriss

Director since 1998

Mr. Bulriss, 50, was named president and chief operating officer of the Company on April 1, 1998, and became chairman on May 4, 2000. He also serves as chairman of OSCA, Inc. Prior to joining Great Lakes Chemical Corporation, Mr. Bulriss served as president of AlliedSignal Polymers, a \$2.1 billion business unit of AlliedSignal (now Honeywell International), which manufactures polymers and markets nylon, technical fibers, plastics, films and chemical intermediates. Before being named president of its polymers unit, Mr. Bulriss served as president of AlliedSignal's electronic materials business. His 24-year career in chemicals and plastics also includes 16 years with GE Plastics, a division of the General Electric Corporation.

Thomas M. Fulton

Director since 1995

Mr. Fulton, 68, retired in 1998 as president and chief executive officer of Landauer, Inc., a provider of radiation monitoring services. Prior to joining Landauer in 1978, his career included various management positions at Union Carbide Corporation, BASF Corporation and ICN Pharmaceuticals, Inc. Mr. Fulton serves on the boards of Octel Corp., Landauer, Inc., the Advocate South Suburban Hospital and the Bethel Community Facility. He also serves as a life trustee on the board of the Chicago Theological Seminary.

John C. Lechleiter

Director since 1999

Dr. Lechleiter, 48, is executive vice president, pharmaceutical products and corporate development at Eli Lilly and Company. Since joining Eli Lilly in 1979, Dr. Lechleiter has held various positions of increasing responsibility including director, pharmaceutical product development in

England; executive director, pharmaceutical product development for Lilly Research Laboratories; vice president, development and regulatory affairs; and senior vice president, pharmaceutical products. Dr. Lechleiter is a member of the American Chemical Society. He also serves on the Scientific Advisory Board of CMR International Limited, and on the Science and Regulatory Section Executive Committee of PhRMA, the drug industry trade association. He serves as chairman of the Board of Trustees of the Brebeuf Jesuit Preparatory School. Dr. Lechleiter also serves on the Research and Development Committee of the United Way of America; the Board of Trustees of the Children's Museum of Indianapolis, and as the chair of the Board of Corporate Advisors of the American Diabetes Association.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES. UNLESS INDICATED OTHERWISE BY YOUR PROXY VOTE, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH NOMINEES.

Directors continuing in office until 2003

Nigel D. T. Andrews

Director since 2000

Mr. Andrews, 54, is a managing director of Internet Capital Group. Mr. Andrews served as executive vice president of GE Capital from 1993 to 2000. Prior to this, he served as vice president and general manager of GE Plastics-Americas. During Mr. Andrews' 13-year career with GE, he also served as vice president for corporate business development reporting to the chairman. Before joining GE, Mr. Andrews was a partner at Booz-Allen & Hamilton.

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