

CABOT MICROELECTRONICS CORP

Form 4

December 09, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKINSON STEVEN V

2. Issuer Name **and** Ticker or Trading
Symbol
**CABOT MICROELECTRONICS
CORP [CCMP]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O CABOT
MICROELECTRONICS
CORPORATION, 870 COMMONS
DRIVE**

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
AURORA, IL 60504

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	V Amount (D) Price	9,360	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to buy)	\$ 38.34							03/11/2004	03/11/2013	Common Stock	7,000
Stock Options (Right to buy)	\$ 42.44							03/09/2005	03/09/2014	Common Stock	10,000
Stock Options (Right to buy)	\$ 46.875							03/13/2002	03/13/2008	Common Stock	7,000
Stock Options (Right to buy)	\$ 65.73							03/12/2003	03/12/2012	Common Stock	7,000
Phantom Stock	\$ 27.45							07/21/2004	07/21/2004	Common Stock	36,000
Phantom Stock	\$ 28.05							06/14/2004	06/14/2004	Common Stock	374,000
Phantom Stock	\$ 34.3							09/28/2004	09/28/2004	Common Stock	87,000
Phantom Stock	\$ 34.39							08/23/2004	08/23/2004	Common Stock	29,000
Phantom Stock	\$ 36.5							10/06/2004	10/06/2004	Common Stock	27,000
Phantom Stock	\$ 39.18	12/07/2004		J ⁽¹⁾		76.5697		12/07/2004	12/07/2004 ⁽²⁾	Common Stock	76,000
Phantom Stock	\$ 42.44							03/09/2004	03/09/2004	Common Stock	754,000
Phantom Stock	\$ 50.1							12/08/2003	12/08/2003	Common Stock	59,000
	\$ 50.95							06/17/2003	06/17/2003		1,820,000

Phantom Stock				Common Stock	
Phantom Stock	\$ 52.5	11/05/2003	11/05/2003	Common Stock	19.
Phantom Stock	\$ 55.37	11/03/2003	11/03/2003	Common Stock	126
Phantom Stock	\$ 59.05	09/23/2003	09/23/2003	Common Stock	50.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKINSON STEVEN V C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	X			

Signatures

H. Carol
Bernstein 12/09/2004

Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan adopted March 12, 2001 as amended June 17, 2003.
- (2) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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