

CABOT MICROELECTRONICS CORP  
 Form 4  
 April 26, 2005

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 FRAZEE JOHN P JR

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/21/2005

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

C/O CABOT MICROELECTRONICS CORPORATION, 870 COMMONS DRIVE

(Street)

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

AURORA, IL 60504

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,000	D	

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

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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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock	\$ 27.45					07/21/2004 07/21/2004	Common Stock 36.
Phantom Stock	\$ 28.05					06/14/2004 06/14/2004	Common Stock 106
Phantom Stock	\$ 30.43					01/29/2005 12/29/2004	Common Stock 32.
Phantom Stock	\$ 32.02					03/08/2005 03/08/2005	Common Stock 1,59
Phantom Stock	\$ 34.3					09/28/2004 09/28/2004	Common Stock 116
Phantom Stock	\$ 34.39					08/23/2004 08/23/2004	Common Stock 29.
Phantom Stock	\$ 36.5					10/06/2004 10/06/2004	Common Stock 27.
Phantom Stock	\$ 37.8					11/29/2004 11/29/2004	Common Stock 26
Phantom Stock	\$ 39.18					12/07/2004 12/07/2004	Common Stock 102
Phantom Stock	\$ 42.44					03/09/2004 03/09/2004	Common Stock 541
Phantom Stock	\$ 50.1					12/08/2003 12/08/2003	Common Stock 79.
Phantom Stock	\$ 50.95					06/17/2003 06/17/2003	Common Stock 1,70
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 162
Phantom Stock	\$ 59.05					09/23/2003 09/23/2003	Common Stock 67.
Phantom Stock	\$ 34.9	01/21/2005		J <sup>(1)</sup>	28.6533	01/21/2005 01/21/2005 <sup>(2)</sup>	Common Stock 28.

Instrument	Exercise Price	Grant Date	Exercise Period	Number of Shares	Expiration Date	Underlying Security	Quantity
Phantom Stock	\$ 29.09	04/22/2005	J(1)	51.5641	04/22/2005 - 04/22/2005(2)	Common Stock	51.5641
Stock Options (Right to buy)	\$ 32.02				03/08/2006 - 03/08/2015	Common Stock	10,000,000
Stock Options (Right to buy)	\$ 38.34				03/11/2004 - 03/11/2013	Common Stock	7,000,000
Stock Options (Right to buy)	\$ 42.44				03/09/2005 - 03/09/2014	Common Stock	10,000,000
Stock Options (Right to buy)	\$ 46.875				03/13/2002 - 03/13/2008	Common Stock	7,000,000
Stock Options (Right to buy)	\$ 65.73				03/12/2003 - 03/12/2012	Common Stock	7,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZEE JOHN P JR C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	X			

## Signatures

H. Carol Bernstein (Power of Attorney) 04/26/2005

\*\*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).
- (2) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.
- (1) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan adopted March 12, 2001 as amended June 17, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.