#### SMITH STEPHEN R

Form 4

March 13, 2012

### FORM 4

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

**OMB** 

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH STEPHEN R Issuer Symbol **CABOT MICROELECTRONICS** (Check all applicable) CORP [CCMP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O CABOT 03/09/2012 VP, Marketing **MICROELECTRONICS** CORPORATION, 870 COMMONS **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting AURORA, IL 60504

(City)	(State)	Tab.	le I - Non-	Derivative	Secur	ities Acquir	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (		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	03/09/2012		S	5,017	D	\$ 36.124	19,703	D	
Common Stock	03/09/2012		M	21,760	A	\$ 34.33	41,463	D	
Common Stock	03/09/2012		S <u>(1)</u>	21,760	D	\$ 35.9934	19,703	D	

ativa Committee Accord

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) isposed of rr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Options (Right to Buy)	\$ 34.33 (13) (15)	03/09/2012		M		21,760	05/01/2003(2)	05/01/2012	Common Stock	21,76 (14) (1
Stock Options (Right to Buy)	\$ 35.42 (13) (16)						12/11/2003(3)	12/11/2012	Common Stock	82,68 (14) (1
Stock Options (Right to Buy)	\$ 33.72 (13) (17)						12/11/2004(4)	12/11/2013	Common Stock	87,04 (14) (1
Stock Options (Right to Buy)	\$ 26.05 (13) (18)						12/10/2005(5)	12/10/2014	Common Stock	78,33 (14) (1
Stock Options (Right to Buy)	\$ 21.04 (13) (19)						12/09/2006(6)	12/09/2015	Common Stock	19,94 (14) (1
Stock Options (Right to Buy)	\$ 21.77 (13) (20)						12/01/2007(7)	12/01/2016	Common Stock	34,81 (14) (2
Stock Options (Right to Buy)	\$ 25.79 (13) (21)						11/30/2008 <u>(8)</u>	11/30/2017	Common Stock	23,93 (14) (2

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Stock Options (Right to Buy)	\$ 16 <u>(13)</u> <u>(22)</u>	12/01/2009 <u>(9)</u>	12/01/2018	Common Stock	17,98 (14) (2
Stock Options (Right to Buy)	\$ 21.45 (13) (23)	12/01/2010(10)	12/01/2019	Common Stock	26,98 (14) (2
Stock Options (Right to Buy)	\$ 28.62 (13) (24)	12/01/2011(11)	12/01/2020	Common Stock	25,89 (14) (2
Stock Options (Right to Buy)	\$ 27.94 (13) (25)	12/01/2012(12)	12/01/2021	Common Stock	25,24 (14) (2

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
SMITH STEPHEN R C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE			VP, Marketing				
AURORA, IL 60504							

## **Signatures**

/s/ H. Carol Bernstein (Power of Attorney) 03/13/2012

### **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

- (1) Sale to cover exercise price of, and taxes related to, exercise of stock options.
- Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 5/1/03 25% on 5/1/04 25% on 5/1/05 25% on 9/1/05
- Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 12/11/03 25% on 12/11/04 50% on 9/1/05
- Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 12/11/04 75% on 9/1/05
- (5) Vesting Schedule: 25% 12/10/05 25% 12/10/06 25% 12/10/07 25% 12/10/08
- (6) 2005 Stock Option Grant Award Vesting Schedule: 25% 12/9/2006, 25% 12/9/2007, 25% 12/9/2008, 25% 12/9/2009
- (7) 2006 Stock Option Grant Award Vesting Schedule: 25% 12/1/07, 25% 12/1/08, 25% 12/1/09, 25% 12/1/10
- (8) 2007 Stock Option Grant Award Vesting Schedule: 25% 11/30/08, 25% 11/30/09, 25% 11/30/10, 25% 11/30/11

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- (9) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (10) 2009 (FY10) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013
- (11) 2010 (FY11) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014.
- (12) 2011 (FY12) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015.
  - Required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company, the exercise price of the option was proportionally adjusted on March 2, 2012 to preserve its value as a result of the leveraged
- recapitalization via the Dividend. The exercise price of each outstanding stock option was decreased by a factor of 0.68933 rounded up to the nearest whole cent, which is a ratio of the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date, to the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).
  - As a result of a leveraged recapitalization of the Company via a special cash dividend (the "Dividend") of \$15.00 per share declared on February 13, 2012 with a record date of February 23, 2012, a payable date of March 1, 2012 and an ex-dividend date of March 2, 2012, the option award was proportionally adjusted on March 2, 2012 to preserve its value in connection with the Dividend, as required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company. The number of stock
- (14) options subject to each outstanding award was increased proportionately to preserve its value as a result of the Dividend. The number of stock options was increased by a factor of 1.45068 rounded down to the nearest whole option, which is a ratio of the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date, to the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).
- (15) This option pursuant to the EIP, was previously reported by the reporting person as an option for 15,000 shares of common stock at an exercise price of \$49.80.
- (16) This option pursuant to the EIP, was previously reported by the reporting person as an option for 57,000 shares of common stock at an exercise price of \$51.37.
- (17) This option pursuant to the EIP, was previously reported by the reporting person as an option for 60,000 shares of common stock at an exercise price of \$48.91.
- (18) This option pursuant to the EIP, was previously reported by the reporting person as an option for 54,000 shares of common stock at an exercise price of \$37.78.
- (19) This option pursuant to the EIP, was previously reported by the reporting person as an option for 55,000 shares of common stock at an exercise price of \$30.51.
- (20) This option pursuant to the EIP, was previously reported by the reporting person as an option for 24,000 shares of common stock at an exercise price of \$31.57.
- (21) This option pursuant to the EIP, was previously reported by the reporting person as an option for 16,500 shares of common stock at an exercise price of \$37.40.
- (22) This option pursuant to the EIP, was previously reported by the reporting person as an option for 24,800 shares of common stock at an exercise price of \$23.21.
- (23) This option pursuant to the EIP, was previously reported by the reporting person as an option for 18,600 shares of common stock at an exercise price of \$31.11.
- (24) This option pursuant to the EIP, was previously reported by the reporting person as an option for 17,850 shares of common stock at an exercise price of \$41.51.
- (25) This option pursuant to the EIP, was previously reported by the reporting person as an option for 17,400 shares of common stock at an exercise price of \$40.52.

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.