

WILKINSON STEVEN V

Form 4

December 16, 2005

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

OMB
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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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

☒ 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 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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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
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	374
Phantom Stock	\$ 28.3							09/27/2005	09/27/2005	Common Stock	159
Phantom Stock	\$ 28.57							08/09/2005	08/09/2005	Common Stock	52.
Phantom Stock	\$ 28.72							05/05/2005	05/05/2005	Common Stock	52.
Phantom Stock	\$ 28.73							10/25/2005	10/25/2005	Common Stock	52.
Phantom Stock	\$ 29.09							04/22/2005	04/22/2005	Common Stock	51.
Phantom Stock	\$ 30.43							01/29/2005	01/29/2005	Common Stock	32.
Phantom Stock	\$ 30.81							06/13/2005	06/13/2005	Common Stock	97
Phantom Stock	\$ 31.44							12/06/2005	12/06/2005	Common Stock	143
Phantom Stock	\$ 32.02							03/08/2005	03/08/2005	Common Stock	1,85
Phantom Stock	\$ 32.75							07/22/2005	07/22/2005	Common Stock	91.
Phantom Stock	\$ 34.3							09/28/2004	09/28/2004	Common Stock	87.
Phantom Stock	\$ 34.39							08/23/2004	08/23/2004	Common Stock	29.
Phantom Stock	\$ 34.9							01/21/2005	01/21/2005	Common Stock	28.
Phantom Stock	\$ 36.5							10/06/2004	10/06/2004	Common Stock	27.

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Phantom Stock	\$ 39.18					12/07/2004	12/07/2004	Common Stock	76.
Phantom Stock	\$ 42.44					03/09/2004	03/09/2004	Common Stock	754
Phantom Stock	\$ 50.1					12/08/2003	12/08/2003	Common Stock	59.
Phantom Stock	\$ 50.95					06/17/2003	06/17/2003	Common Stock	1,82
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.
Phantom Stock	\$ 29.21	12/15/2005		<u>J⁽¹⁾</u>	51.3523	12/15/2005	12/15/2005 ⁽²⁾	Common Stock	51.
Stock Options (Right to buy)	\$ 32.02					03/08/2006	03/08/2015	Common Stock	10
Stock Options (Right to buy)	\$ 38.34					03/11/2004	03/11/2013	Common Stock	7,
Stock Options (Right to buy)	\$ 42.44					03/09/2005	03/09/2014	Common Stock	10
Stock Options (Right to buy)	\$ 46.875					03/13/2002	03/13/2008	Common Stock	7,
Stock Options (Right to buy)	\$ 65.73					03/12/2003	03/12/2012	Common Stock	7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKINSON STEVEN V C/O CABOT MICROELECTRONICS CORPORATION	X			

870 COMMONS DRIVE
AURORA, IL 60504

Signatures

H. Carol Bernstein (Power of
Attorney)

12/16/2005

__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.

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