SPIRO CLIFFORD L

Form 4

December 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SPIRO CLIFFORD L | | | Symbol CABOT | 2. Issuer Name and Ticker or Trading Symbol CABOT MICROELECTRONICS CORP [CCMP] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---|---|--------------|--|--|--------|--|---|---|----------|--|
| | (Month/Da /O CABOT 12/01/20 IICROELECTRONICS ORPORATION, 870 COMMONS | | | | ansaction | | | Director 10% OwnerX_ Officer (give title Other (specify below) below) VP, Research&Development | | | |
| (Street) 4. If A | | | | ndment, Da | te Origina | 1 | | 6. Individual or Joint/Group Filing(Check | | | |
| AURORA, | Filed(Mor | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ction Date 2A. Deemed lay/Year) Execution Date, if any (Month/Day/Year) | | | 4. Securi on(A) or Di (Instr. 3, | ispose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Indirect Ownership (Instr. 4) | | |
| Common | | | | Code V | Amount | . , | Price \$ | (Instr. 3 and 4) | | | |
| Stock | 12/01/2008 | | | F(1) | 700 | D | 23.21 | 35,385.145 | D | | |
| Common Stock | 12/01/2008 | | | F(1) | 553 | D | \$ 23.21 | 34,832.145 | D | | |

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

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number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|--|------------------|-------------------|------------|-----------------|-------------|-----------------|----------|-------------|--------|
| Derivative | Conversion | Month/Day/Year) Execution Date, if Tra | | TransactionNumber | | Expiration Date | | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | Title | Or | | |
| | | | | | | Exercisable | Date | Title Number of | | | |
| | | | | Codo V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SPIRO CLIFFORD L C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504

VP, Research&Development

Signatures

H. Carol Bernstein 12/03/2008

**Signature of Date
Reporting Person

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) Withheld to cover for tax purposes as per terms of Equity Incentive Plan.

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.

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