

CABOT MICROELECTRONICS CORP

Form 4

December 06, 2016

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 *
ECKSTEIN BERNSTEIN H
CAROL

(Last) (First) (Middle)

C/O CABOT
MICROELECTRONICS
CORPORATION, 870 COMMONS
DRIVE

(Street)

AURORA, IL 60504

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Sec & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	12/05/2016		A	(A) or (D) Amount 8,900 (1)	\$ 0	60,463.367	D
Common Stock	12/05/2016		F(2)	789	\$ 60.27	59,674.367	D
Common Stock	12/05/2016		F(2)	686	\$ 60.27	58,988.367	D
Common Stock	12/05/2016		F(2)	549	\$ 60.27	58,439.367	D

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Common Stock 12/05/2016 F(2) 720 D \$ 60.27 57,719.367 D

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

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(9-02)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 60.27	12/05/2016		A		15,800		12/05/2017 ⁽³⁾	12/05/2026	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships
ECKSTEIN BERNSTEIN H CAROL C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	Director 10% Owner Officer Other VP, Sec & General Counsel

Signatures

/s/ H. Carol
Bernstein 12/06/2016

**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) 2016 (FY17) Restricted Stock Unit Award Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.

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- (2) Withheld to cover for tax purposes as per terms of Omnibus Incentive Plan.
- (3) 2016 (FY17) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.

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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