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CABOT MICROELECTRONICS CORP

Form 4

December 09, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILKINSON STEVEN V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CABOT MICROELECTRONICS

(Check all applicable)

CORP [CCMP]

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2004

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

C/O CABOT **MICROELECTRONICS**

CORPORATION, 870 COMMONS

(Street)

(First)

(Middle)

DRIVE

Security

(Instr. 3)

Stock

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Indirect

Beneficial

Ownership

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

AURORA, IL 60504

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price Common

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

9,360

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

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

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)	5. Number of orDerivative 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
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,
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	\$ 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	\$ 36.5					10/06/2004	10/06/2004	Common Stock	27.
Phantom Stock	\$ 39.18	12/07/2004		<u>J(1)</u>	76.5697	12/07/2004	12/07/2004(2)	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.
	\$ 50.95					06/17/2003	06/17/2003		1,82

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Phantom Stock				Common Stock	
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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
reporting 6 mer runne, runness	Director	10% Owner	Officer	Other
WILKINSON STEVEN V C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	X			

Signatures

H. Carol
Bernstein

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

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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