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CABOT MICROELECTRONICS CORP

Form 4

December 22, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

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January 31, Expires:

OMB APPROVAL

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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).

(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 ECKSTEIN BERNSTEIN H Issuer Symbol **CAROL** 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 12/22/2004 Vice President, General Counse **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) (Zip) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code Amount (D) Common $A^{(1)}$ 12/22/2004 1,072.45 181 A D 38.56 Stock Common 12/22/2004 $\mathbf{A}^{(1)}$ 90 Α 1.162.45 D Stock

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

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number.

8. Pri Deriv Secur (Instr

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and 4	Securities	8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 37.78					12/10/2005	12/10/2014	Common Stock	63,000	
Stock Options (Right to buy)	\$ 48.91					12/11/2004	12/11/2013	Common Stock	60,000	
Stock Options (Right to buy)	\$ 49.08					05/01/2003	05/01/2012	Common Stock	42,000	
Stock Options (Right to buy)	\$ 49.25					08/09/2000	08/09/2005	Common Stock	12,500	
Stock Options (Right to buy)	\$ 51.37					12/11/2003	12/11/2012	Common Stock	47,500	
Stock Options (Right to buy)	\$ 67.07					05/01/2002	05/01/2008	Common Stock	47,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

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ECKSTEIN BERNSTEIN H CAROL C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504

Vice President, General Counse

Signatures

William P. 12/22/2004 Noglows

**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) Represents restricted shares purchased under the Issuer's Equity Incentive Plan pursuant to the Issuer's Deposit Share Program. 181 of such shares vested on 12/22/04 and 90 shares of such will vest on 12/22/07, subject to the satisfaction of certain conditions.

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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