

MOONEY EDWARD J
 Form 4
 February 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MOONEY EDWARD J

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)
 02/15/2012

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2012		M		15,000 A \$ 32.02	22,000	D
Common Stock	02/15/2012		S ⁽¹⁾		9,557 D \$ 50.3077	12,443	D
Common Stock	02/15/2012		M		10,000 A \$ 32.02	22,443	D
Common Stock	02/15/2012		S ⁽¹⁾		6,373 D \$ 50.3077	16,070	D

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Common Stock	02/15/2012	M	10,000	A	\$ 32.59	26,070	D	
Common Stock	02/15/2012	S ⁽¹⁾	6,488	D	\$ 50.3077	19,582	D	
Common Stock						300	I	Grandchild

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 32.02	02/15/2012		M	15,000	03/08/2005 ⁽²⁾	03/08/2015	Common Stock	15,000
Stock Options (Right to Buy)	\$ 32.02	02/15/2012		M	10,000	03/08/2006 ⁽³⁾	03/08/2015	Common Stock	10,000
Stock Options (Right to Buy)	\$ 32.59	02/15/2012		M	10,000	03/07/2007 ⁽⁴⁾	03/07/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONEY EDWARD J C/O CABOT MICROELECTRONICS CORPORATION	X			

870 COMMONS DRIVE
AURORA, IL 60504

Signatures

/s/ H. Carol Bernstein (Power of
Attorney)

02/16/2012

__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) Sale to cover exercise price for exercise of stock options.
- (2) Directors' Initial Non-Qualified Stock Option Award Vesting dates: 25% 3/8/05, 25% 3/8/06, 25% 3/8/07, 25% 3/8/08
- (3) Directors' Annual Non-Qualified Stock Option Award Vesting dates: 25% 3/8/06, 25% 3/8/07, 25% 3/8/08, 25% 3/8/09
- (4) Directors' Annual Non-Qualified Stock Option Award (2006) Vesting Dates: 25% 3/7/07, 25% 3/7/08, 25% 3/7/09, 25% 3/7/10

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.