

FULLER H LAURANCE  
 Form 4  
 February 17, 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 \*  
 FULLER H LAURANCE

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)  
 02/17/2012

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	(D)	Price
Common Stock	02/17/2012		M		15,000	A	\$ 45.49
Common Stock	02/17/2012		S <sup>(1)</sup>		13,539	D	\$ 50.4581
Common Stock	02/17/2012		M		7,500	A	\$ 45.49
Common Stock	02/17/2012		S <sup>(1)</sup>		6,770	D	\$ 50.4581

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Common Stock	02/17/2012	M	7,500	A	\$ 38.34	26,691	D
Common Stock	02/17/2012	S <sup>(1)</sup>	5,705	D	\$ 50.4581	20,986	D
Common Stock	02/17/2012	M	10,000	A	\$ 42.44	30,986	D
Common Stock	02/17/2012	S <sup>(1)</sup>	8,421	D	\$ 50.4581	22,565	D
Common Stock	02/17/2012	M	10,000	A	\$ 32.02	32,565	D
Common Stock	02/17/2012	S <sup>(1)</sup>	6,354	D	\$ 50.4581	26,211	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 45.49	02/17/2012		M	15,000	06/17/2003 <sup>(2)</sup> 06/17/2012	Common Stock	15,000
Stock Options (Right to Buy)	\$ 45.49	02/17/2012		M	7,500	06/17/2003 06/17/2012	Common Stock	7,500
Stock Options (Right to Buy)	\$ 38.34	02/17/2012		M	7,500	03/11/2004 <sup>(3)</sup> 03/11/2013	Common Stock	7,500
	\$ 42.44	02/17/2012		M	10,000	03/09/2005 <sup>(4)(5)</sup> 03/09/2014		10,000

Stock  
Options  
(Right to  
Buy)

Common  
Stock

Stock  
Options  
(Right to  
Buy)

\$ 32.02

02/17/2012

M

10,000

03/08/2006<sup>(6)</sup>

03/08/2015

Common  
Stock

10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FULLER H LAURANCE  
C/O CABOT MICROELECTRONICS CORPORATION  
870 COMMONS DRIVE  
AURORA, IL 60504

X

## Signatures

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

02/17/2012

\_\_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.

Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule for Directors' Annual Non-Qualified Stock Option Award of 7,500 shares dated 6/17/02 is: 25% on 6/17/03 25% on 6/17/04 25% on 6/17/05 25% on 9/1/05

(3) Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 3/11/04 25% on 3/11/05 50% on 9/1/05

(4) Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 3/9/05 75% on 9/1/05

(5) Vesting Schedule: 25% 3/9/2005 25% 3/9/2006 25% 3/9/2007 25% 3/9/2008

(6) 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

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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