

Li David H
Form 4
March 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Li David H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Asia Pacific Region

(Last) (First) (Middle)

C/O CABOT MICROELECTRONICS CORPORATION, 870 COMMONS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2012

(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	03/14/2012		M		5,440 A \$ 35.42	21,671.3221	D
Common Stock	03/14/2012		S ⁽¹⁾		5,440 D \$ 39.1372	16,231.3221	D
Common Stock	03/14/2012		M		4,352 A \$ 34.33	20,583.3221	D
Common Stock	03/14/2012		S ⁽¹⁾		4,352 D \$ 39.1372	16,231.3221	D

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Common Stock	03/14/2012	M	6,745	A	\$ 28.62	22,976.3221	D
Common Stock	03/14/2012	S ⁽¹⁾	6,745	D	\$ 39.1372	16,231.3221	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)	\$ 35.42 <u>(9)</u> <u>(11)</u>	03/14/2012		M	5,440	12/11/2003 ⁽²⁾	12/11/2012	Common Stock	5,440 <u>(10)</u> <u>(11)</u>
Stock Options (Right to Buy)	\$ 34.33 <u>(9)</u> <u>(12)</u>	03/14/2012		M	4,352	05/01/2003 ⁽²⁾	05/01/2012	Common Stock	4,352 <u>(10)</u> <u>(12)</u>
Stock Options (Right to Buy)	\$ 28.62 <u>(9)</u> <u>(13)</u>	03/14/2012		M	6,745	12/01/2011 ⁽³⁾	12/01/2020	Common Stock	6,745 <u>(10)</u> <u>(13)</u>
Stock Options (Right to Buy)	\$ 33.72 <u>(9)</u> <u>(14)</u>					12/11/2004 ⁽²⁾	12/11/2013	Common Stock	2,611 <u>(10)</u> <u>(14)</u>
Stock Options (Right to Buy)	\$ 26.05 <u>(9)</u> <u>(15)</u>					12/10/2005 ⁽⁴⁾	12/10/2014	Common Stock	1,813 <u>(10)</u> <u>(15)</u>
Stock	\$ 25.79					11/30/2008 ⁽⁵⁾	11/30/2017	Common	4,206

Options (Right to Buy)	<u>(9)</u> <u>(16)</u>			Stock	<u>(10)</u> <u>(16)</u>
Stock Options (Right to Buy)	\$ 16 <u>(9)</u> <u>(17)</u>	12/01/2009 ⁽⁶⁾	12/01/2018	Common Stock	8,196 <u>(10)</u> <u>(17)</u>
Stock Options (Right to Buy)	\$ 21.45 <u>(9)</u> <u>(18)</u>	12/01/2010 ⁽⁷⁾	12/01/2019	Common Stock	13,491 <u>(10)</u> <u>(18)</u>
Stock Options (Right to Buy)	\$ 27.94 <u>(9)</u> <u>(19)</u>	12/01/2012 ⁽⁸⁾	12/01/2021	Common Stock	25,241 <u>(10)</u> <u>(19)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Li David H C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504			VP, Asia Pacific Region	

Signatures

/s/ H. Carol Bernstein (Power of Attorney) 03/15/2012

 **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 of, and taxes related to, exercise of stock options.
- (2) Stock options subject to this grant is now fully vested.
- (3) 2010 (FY11) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014.
- (4) Vesting Schedule: 25% 12/10/05, 25% 12/10/06, 25% 12/10/07, 25% 12/10/08.
- (5) Vesting Schedule: 25% 11/30/08 25% 11/30/09 25% 11/30/10 25% 11/30/11
- (6) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (7) 2009 (FY10) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013
- (8) 2011 (FY12) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015.
- (9) Required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company, the exercise price of the option was proportionally adjusted on March 2, 2012 to preserve its value as a result of the leveraged recapitalization via the Dividend. The exercise price of each outstanding stock option was decreased by a factor of 0.68933 rounded up to the nearest whole cent, which is a ratio of the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date, to the

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Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).

As a result of a leveraged recapitalization of the Company via a special cash dividend (the "Dividend") of \$15.00 per share declared on February 13, 2012 with a record date of February 23, 2012, a payable date of March 1, 2012 and an ex-dividend date of March 2, 2012, the option award was proportionally adjusted on March 2, 2012 to preserve its value in connection with the Dividend, as required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company. The number of stock

- (10) options subject to each outstanding award was increased proportionately to preserve its value as a result of the Dividend. The number of stock options was increased by a factor of 1.45068 rounded down to the nearest whole option, which is a ratio of the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date, to the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).
- (11) This option pursuant to the EIP, was previously reported by the reporting person as an option for 3,750 shares of common stock at an exercise price of \$51.37.
- (12) This option pursuant to the EIP, was previously reported by the reporting person as an option for 3,000 shares of common stock at an exercise price of \$49.80.
- (13) This option pursuant to the EIP, was previously reported by the reporting person as an option for 18,600 shares of common stock at an exercise price of \$41.51.
- (14) This option pursuant to the EIP, was previously reported by the reporting person as an option for 1,800 shares of common stock at an exercise price of \$48.91.
- (15) This option pursuant to the EIP, was previously reported by the reporting person as an option for 2,500 shares of common stock at an exercise price of \$37.78.
- (16) This option pursuant to the EIP, was previously reported by the reporting person as an option for 2,900 shares of common stock at an exercise price of \$37.40.
- (17) This option pursuant to the EIP, was previously reported by the reporting person as an option for 22,600 shares of common stock at an exercise price of \$23.21.
- (18) This option pursuant to the EIP, was previously reported by the reporting person as an option for 18,600 shares of common stock at an exercise price of \$31.11.
- (19) This option pursuant to the EIP, was previously reported by the reporting person as an option for 17,400 shares of common stock at an exercise price of \$40.52.

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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