

CABOT MICROELECTRONICS CORP
 Form 4
 December 09, 2004

FORM 4

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

OMB APPROVAL

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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 *
 WILKINSON STEVEN V

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)
 12/07/2004

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock				V	9,360	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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of 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		J ⁽¹⁾	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

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			
	Director	10% Owner	Officer	Other
WILKINSON STEVEN V C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	X			

Signatures

H. Carol Bernstein 12/09/2004

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 acquire 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.