

LILLEY DAVID
Form 4
October 10, 2006

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 *
LILLEY DAVID

2. Issuer Name and Ticker or Trading Symbol
CYTEC INDUSTRIES INC/DE/[CYT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5 GARRET MOUNTAIN PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

WEST PATERSON, NJ 07424

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

(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	10/09/2006		M ⁽¹⁾	5,000	A \$ 40.125	42,072	D
Common Stock	10/09/2006		S ⁽¹⁾	500	D \$ 56.12	41,572	D
Common Stock	10/09/2006		S ⁽¹⁾	300	D \$ 56.13	41,272	D
Common Stock	10/09/2006		S ⁽¹⁾	100	D \$ 56.14	41,172	D
Common Stock	10/09/2006		S ⁽¹⁾	100	D \$ 56.15	41,072	D

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Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	100	D	\$ 56.23	40,972	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	100	D	\$ 56.24	40,872	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	300	D	\$ 56.26	40,572	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	900	D	\$ 56.27	39,672	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	100	D	\$ 56.28	39,572	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	300	D	\$ 56.29	39,272	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	800	D	\$ 56.3	38,472	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	300	D	\$ 56.34	38,172	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	1,000	D	\$ 56.35	37,172	D	
Common Stock	10/09/2006	<u>S</u> ⁽¹⁾	100	D	\$ 56.4	37,072	D	
Common Stock						6,206	<u>I</u> ^{(2) (3)}	savings plan

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
	\$ 40.125	10/09/2006		<u>M</u> ⁽¹⁾	5,000	01/27/1998 01/26/2007		5,000

