

CABOT MICROELECTRONICS CORP  
 Form 4/A  
 October 14, 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 \*  
 FRAZEE JOHN P JR

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)  
 10/06/2004

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)  
 10/07/2004

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)
Common Stock				(A) or (D) Price	2,000	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)	\$ 20					04/04/2001 04/04/2005	Common Stock 20
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 106
Phantom Stock	\$ 34.3					09/28/2004 09/28/2004	Common Stock 116
Phantom Stock	\$ 34.39					08/23/2004 08/23/2004	Common Stock 29
Phantom Stock	\$ 36.5	10/06/2004		J <sup>(1)</sup>	27.3973	10/06/2004 <sup>(2)</sup> 10/06/2004	Common Stock 27
Phantom Stock	\$ 42.44					03/09/2004 03/09/2004	Common Stock 541
Phantom Stock	\$ 50.1					12/08/2003 12/08/2003	Common Stock 79

