

FRAZEE JOHN P JR
Form 4
December 08, 2005

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)
12/06/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 10,000 | 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 |
| Phantom Stock | \$ 27.45 | | | | | 07/21/2004 07/21/2004 | Common Stock 30 |
| Phantom Stock | \$ 28.05 | | | | | 06/14/2004 06/14/2004 | Common Stock 10 |
| Phantom Stock | \$ 28.3 | | | | | 09/27/2005 09/27/2005 | Common Stock 21 |
| Phantom Stock | \$ 28.57 | | | | | 08/09/2005 08/09/2005 | Common Stock 5 |
| Phantom Stock | \$ 28.72 | | | | | 05/05/2005 05/05/2005 | Common Stock 5 |
| Phantom Stock | \$ 28.73 | | | | | 10/25/2005 10/25/2005 | Common Stock 5 |
| Phantom Stock | \$ 29.09 | | | | | 04/22/2005 04/22/2005 | Common Stock 5 |
| Phantom Stock | \$ 30.43 | | | | | 01/29/2005 12/29/2004 | Common Stock 3 |
| Phantom Stock | \$ 30.81 | | | | | 06/13/2005 06/13/2005 | Common Stock 14 |
| Phantom Stock | \$ 32.02 | | | | | 03/08/2005 03/08/2005 | Common Stock 1,5 |
| Phantom Stock | \$ 32.75 | | | | | 07/22/2005 07/22/2005 | Common Stock 9 |
| Phantom Stock | \$ 34.3 | | | | | 09/28/2004 09/28/2004 | Common Stock 11 |
| Phantom Stock | \$ 34.39 | | | | | 08/23/2004 08/23/2004 | Common Stock 29 |
| Phantom Stock | \$ 34.9 | | | | | 01/21/2005 01/21/2005 | Common Stock 28 |
| Phantom Stock | \$ 36.5 | | | | | 10/06/2004 10/06/2004 | Common Stock 2 |
| Phantom Stock | \$ 37.8 | | | | | 11/29/2004 11/29/2004 | Common Stock 2 |

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| | | | | | | | | | |
|------------------------------|-----------|------------|--|------------------------|----------|------------|---------------------------|--------------|-----|
| Phantom Stock | \$ 39.18 | | | | | 12/07/2004 | 12/07/2004 | Common Stock | 10 |
| Phantom Stock | \$ 42.44 | | | | | 03/09/2004 | 03/09/2004 | Common Stock | 54 |
| Phantom Stock | \$ 50.1 | | | | | 12/08/2003 | 12/08/2003 | Common Stock | 79 |
| Phantom Stock | \$ 50.95 | | | | | 06/17/2003 | 06/17/2003 | Common Stock | 1,7 |
| 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 | 16 |
| Phantom Stock | \$ 59.05 | | | | | 09/23/2003 | 09/23/2003 | Common Stock | 6 |
| Phantom Stock | \$ 31.44 | 12/06/2005 | | <u>J⁽¹⁾</u> | 190.8397 | 12/06/2005 | 12/06/2005 ⁽²⁾ | Common Stock | 19 |
| Stock Options (Right to buy) | \$ 32.02 | | | | | 03/08/2006 | 03/08/2015 | Common Stock | 1 |
| 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 | 1 |
| 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRAZEE JOHN P JR C/O CABOT MICROELECTRONICS CORPORATION | X | | | |

870 COMMONS DRIVE
AURORA, IL 60504

Signatures

H. Carol Bernstein (Power of
Attorney)

12/08/2005

**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).

(2) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.

(1) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan adopted March 12, 2001 as amended June 17, 2003.

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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