

CABOT CORP
Form 4
December 17, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SPO ADVISORY CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
591 REDWOOD HIGHWAY,
SUITE 3215,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

MILL VALLEY, CA 94941

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/14/2007		P	1,600 A \$ 33.87	9,145,800	I (1) (2) (3)	See footnotes
Common Stock	12/14/2007		P	200 A \$ 33.88	9,146,000	I	See footnotes
Common Stock	12/14/2007		P	2,500 A \$ 33.89	9,148,500	I	See footnotes
Common Stock	12/14/2007		P	100 A \$ 33.9	9,148,600	I	See footnotes
Common Stock	12/14/2007		P	200 A \$ 33.91	9,148,800	I	See footnotes

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Common Stock	12/14/2007		P	200	A	\$ 33.92	9,149,000	I	See footnotes
Common Stock	12/14/2007		P	200	A	\$ 33.93	9,149,200	I	See footnotes
Common Stock	12/14/2007		P	100	A	\$ 33.94	9,149,300	I	See footnotes
Common Stock	12/14/2007		P	500	A	\$ 33.95	9,149,800	I	See footnotes
Common Stock	12/14/2007		P	100	A	\$ 33.96	9,149,900	I	See footnotes
Common Stock	12/14/2007		P	100	A	\$ 33.97	9,150,000	I	See footnotes
Common Stock	12/14/2007		P	100	A	\$ 33.98	9,150,100	I	See footnotes
Common Stock	12/14/2007		P	600	A	\$ 33.99	9,150,700	I	See footnotes
Common Stock	12/14/2007		P	32,800	A	\$ 34	9,183,500	I	See footnotes

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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deemed to be indirectly beneficially owned by WEO solely in his capacity as general partner of Oberndorf Family Partners, a California limited partnership, (iii) WEO owns 109,000 shares in his IRA, which is self-directed, and (iv) 10,000 shares may be deemed to be indirectly beneficially owned by WEO solely in his capacity as trustee for the accounts of his two children, Peter C. Oberndorf & William Ernst Oberndorf.

Remarks:

Form 2 of 2.

The persons listed in Note (1) and Note (2) above (each a "Reporting Person") may be deemed to form a "group", as such term

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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