

CABOT MICROELECTRONICS CORP
 Form 4
 September 28, 2005

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

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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)
 09/27/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 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 | \$ 28.57 | | | | | | | 08/09/2005 | 08/09/2005 | Common Stock | 52 |
| Phantom Stock | \$ 28.72 | | | | | | | 05/05/2005 | 05/05/2005 | Common Stock | 52 |
| 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 | 32 |
| 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 | 27 |
| Phantom Stock | \$ 37.8 | | | | | | | 11/29/2004 | 11/29/2004 | Common Stock | 2 |
| 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 |

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| | | | | | | | | | |
|------------------------------|-----------|------------|--|-------------|----------|------------|---------------------------|--------------|-----|
| 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 | \$ 28.3 | 09/27/2005 | | <u>J(1)</u> | 212.0141 | 09/27/2005 | 09/27/2005 ⁽²⁾ | Common Stock | 21 |
| 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 | |
| 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 | |
| Stock Options (Right to buy) | \$ 65.73 | | | | | 03/12/2003 | 03/12/2012 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRAZEE JOHN P JR C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504 | X | | | |

Signatures

H. Carol Bernstein (Power of
Attorney)

09/28/2005

__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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