

WOBBY DANIEL S
 Form 4/A
 April 02, 2012

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 *
WOBBY DANIEL S

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)
 03/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Global Sales

C/O CABOT MICROELECTRONICS CORPORATION, 870 COMMONS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/12/2012

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)	Code	V	Amount	(D)	Price

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)

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- Required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company, the exercise price of the option was proportionally adjusted on March 2, 2012 to preserve its value as a result of the leveraged recapitalization via the Dividend. The exercise price of each outstanding stock option was decreased by a factor of 0.68933 rounded up to the nearest whole cent,
- (4) which is a ratio of the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date, to the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).
- (5) This option pursuant to the EIP, was previously reported by the reporting person as an option for 40,000 shares of common stock at an exercise price of \$37.78.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.