

ECKSTEIN BERNSTEIN H CAROL
 Form 4
 May 16, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 ECKSTEIN BERNSTEIN H
 CAROL

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)
 05/14/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Sec & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/14/2013		M		666	A	\$ 33.72
							41,227.724
Common Stock	05/14/2013		S ⁽¹⁾		666	D	\$ 35.72
							40,561.724
Common Stock	05/15/2013		M		24,313	A	\$ 33.72
							64,874.724
Common Stock	05/15/2013		S ⁽¹⁾		24,313	D	\$ 35.7304
							40,561.724

Edgar Filing: ECKSTEIN BERNSTEIN H CAROL - Form 4

Common Stock	05/16/2013	M	13,802	A	\$ 33.72	54,363.724	D
Common Stock	05/16/2013	S ⁽¹⁾	13,802	D	\$ 35.7842	40,561.724	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.72	05/14/2013		M	666	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	666
Stock Options (Right to Buy)	\$ 33.72	05/15/2013		M	24,313	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	24,313
Stock Options (Right to Buy)	\$ 33.72	05/16/2013		M	13,802	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	13,802

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ECKSTEIN BERNSTEIN H CAROL
C/O CABOT MICROELECTRONICS CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

VP, Sec & General Counsel

Signatures

/s/ H. Carol
Bernstein

05/16/2013

__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).
- (1) Sale to cover exercise price of, and taxes related to, exercise of stock options.
- (2) Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 12/11/04 75% on 9/1/05

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.