

CABOT MICROELECTRONICS CORP
 Form 4
 December 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Woodland Daniel D.

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)
 12/05/2016

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

C/O CABOT MICROELECTRONICS CORPORATION, 870 N. 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2016		M		1,107	A	\$ 32.64
Common Stock	12/05/2016		S ⁽¹⁾		1,107	D	\$ 59.7307
Common Stock	12/05/2016		M		1,403	A	\$ 44.1
Common Stock	12/05/2016		S ⁽¹⁾		1,403	D	\$ 59.7307

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Common Stock	12/05/2016	M	1,055	A	\$ 46.45	11,480.813	D
Common Stock	12/05/2016	S ⁽¹⁾	1,055	D	\$ 59.7307	10,425.813	D
Common Stock	12/05/2016	M	3,925	A	\$ 42.37	14,350.813	D
Common Stock	12/05/2016	S ⁽¹⁾	3,925	D	\$ 59.7307	10,425.813	D
Common Stock	12/05/2016	S	709	D	\$ 59.9642	9,716.813	D
Common Stock	12/05/2016	S	201.383	D	\$ 59.85	9,515.43	D
Common Stock	12/05/2016	A	8,900 ⁽²⁾	A	\$ 0	18,415.43	D
Common Stock	12/05/2016	F ⁽³⁾	115	D	\$ 60.27	18,300.43	D
Common Stock	12/05/2016	F ⁽³⁾	162	D	\$ 60.27	18,138.43	D
Common Stock	12/05/2016	F ⁽³⁾	122	D	\$ 60.27	18,016.43	D
Common Stock	12/05/2016	F ⁽³⁾	467	D	\$ 60.27	17,549.43	D

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Stock Options (Right to Buy)	\$ 32.64	12/05/2016		M		12/03/2013 ⁽⁴⁾	12/03/2022	Common Stock	1,

Stock Options (Right to Buy)	\$ 44.1	12/05/2016	M	1,403	12/03/2014 ⁽⁵⁾	12/03/2023	Common Stock	1,
Stock Options (Right to Buy)	\$ 46.45	12/05/2016	M	1,055	12/03/2015 ⁽⁶⁾	12/03/2024	Common Stock	1,
Stock Options (Right to Buy)	\$ 42.37	12/05/2016	M	3,925	12/03/2016 ⁽⁷⁾	12/03/2025	Common Stock	3,
Stock Options (Right to Buy)	\$ 60.27	12/05/2016	A	15,800	12/05/2017 ⁽⁸⁾	12/05/2026	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodland Daniel D. C/O CABOT MICROELECTRONICS CORPORATION 870 N. COMMONS DRIVE AURORA, IL 60504			VP, Marketing	

Signatures

/s/ H. Carol Bernstein (Power of Attorney) 12/06/2016

**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 cashless exercise of stock options.
- (2) 2016 (FY17) Restricted Stock Unit Award Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.
- (3) Withheld to cover for tax purposes as per terms of Omnibus Incentive Plan.
- (4) 2012 (FY13) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015, 25% 12/1/2016.
- (5) 2013 (FY14) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2014, 25% 12/1/2015, 25% 12/1/2016, 25% 12/1/2017.
- (6) 2014 (FY15) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2015, 25% 12/1/2016, 25% 12/1/2017, 25% 12/1/2018.
- (7) 2015 (FY16) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/03/2016, 25% 12/03/2017, 25% 12/03/2018, 25% 12/03/2019.
- (8) 2016 (FY17) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.

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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