CABOT CORP

Form 4

February 17, 2006

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SPO ADVISORY CORP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) CABOT CORP [CBT]

(Check all applicable)

591 REDWOOD HIGHWAY,

SUITE 3215

3. Date of Earliest Transaction

(Month/Day/Year) 02/15/2006

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

(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 X Form filed by More than One Reporting

Person

MILL VALLEY, CA 94941

| (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. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) | | |
| Common Stock | 02/15/2006 | | P | 100 | A | \$ 37.21 | 433,750 | I (1) (2) | See footnotes | | |
| Common Stock | 02/15/2006 | | P | 1,900 | A | \$ 37.24 | 435,650 | I (1) (2) | See footnotes | | |
| Common Stock | 02/15/2006 | | P | 1,800 | A | \$ 37.25 | 437,450 | I (1) (2) | See footnotes | | |
| Common Stock | 02/15/2006 | | P | 700 | A | \$ 37.28 | 438,150 | I (1) (2) | See footnotes | | |
| Common Stock | 02/15/2006 | | P | 600 | A | \$ 37.29 | 438,750 | I (1) (2) | See footnotes | | |

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| Common Stock | 02/15/2006 | P | 2,200 | A | \$ 37.3 | 440,950 | I (1) (2) | See footnotes |
|-----------------|------------|---|-------|---|-------------|---------|-----------|------------------|
| Common Stock | 02/15/2006 | P | 1,000 | A | \$ 37.31 | 441,950 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 100 | A | \$ 37.33 | 442,050 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 300 | A | \$ 37.34 | 442,350 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 400 | A | \$ 37.35 | 442,750 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 600 | A | \$ 37.36 | 443,350 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 1,500 | A | \$ 37.37 | 444,850 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 2,400 | A | \$ 37.38 | 447,250 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 400 | A | \$ 37.39 | 447,650 | I (1) (2) | See footnotes |
| Common Stock | 02/15/2006 | P | 1,000 | A | \$ 37.4 | 448,650 | I (1) (2) | 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. Transac Code (Instr. 8 | 5. etionNumber of S) Derivati Securitic Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day. ve es d | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|------------------------------------|--|------------------------------|--------------------|-------|--|---|
| | | | | Code | V (A) (D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | | | | |
| OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | | | | |
| WEIMER BETTY JANE 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | | X | | | | | |
| PETER C OBERNDORF TRUST 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | | X | | | | | |
| WILLIAM ERNST OBERNDORF TRUST 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | | | | |

Signatures

Kim M. Silva, Attorney-in-Fact

02/17/2006

**Signature of Reporting Person

Data

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).

As a result of the purchases causing this filing, (i) 333,650 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by William E. Oberndorf ("WEO"), solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/15/98 ("Oberndorf Trust"), (ii) 100,000 shares may be deemed to be indirectly beneficially owned by WEO solely in his

- capacity as trustee for the Oberndorf Trust, the sole general partner of Oberndorf Family Partners, a family partnership and (iii) 15,000 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 and William Ernst Oberndorf, and in his capacity as legal representative of the account of his mother, Betty Jane Weimer.
 - Additionally, separate from the entities listed above, 7,648,600 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("SPO Partners"), and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO
- (2) Advisory, and (iii) John H. Scully ("JHS"), WEO and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. 309,400 shares of the issuer's common stock are owned directly by San Francisco Partners, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.

Remarks:

The persons listed in Notes (1) & (2) above (each a "Reporting Person") may be deemed to form a "group", as such term is do 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.

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