MOONEY EDWARD J

Form 4

March 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * MOONEY EDWARD J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

CABOT MICROELECTRONICS

(Check all applicable)

CORP [CCMP]

03/04/2008

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

C/O CABOT **MICROELECTRONICS**

(Last)

CORPORATION, 870 COMMONS **DRIVE**

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

AURORA, IL 60504

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Common 03/04/2008 A

Code V Amount (D) Price 2,000

(A)

or

\$0 4,000 (1)

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

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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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date	th/Day/Year)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock	\$ 32.78	03/05/2008		<u>J(2)</u>	1,113.4838	03/04/2008	03/04/2008(3)	Common Stock
Stock Options (Right to buy)	\$ 32.78	03/04/2008		A	6,000	03/04/2009(4)	03/04/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Kelationsinps				
	Director	10% Owner	Officer	Other	
OONEY EDWARD J					

MOONEY EDWARD J C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504



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Signatures

H. Carol Bernstein (Power of Attorney) 03/05/2008

**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 adopted March 12, 2001, as amended.
- (1) Directors' Annual (2008) Restricted Stock Award Lapse Schedule: 25% 3/4/09, 25% 3/4/10, 25% 3/4/11, 25% 3/4/12.
- (3) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.
- (4) Directors' Annual (2008) Non-Qualified Stock Option Award Vesting Schedule: 25% 3/4/2009, 25% 3/4/2010, 25% 3/4/2011, 25% 3/4/2012.

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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