

FRAZEE JOHN P JR
Form 4
March 09, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRAZEE JOHN P JR

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)

03/08/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
Common Stock				(A) or (D)	2,000	D	

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

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SEC 1474
(9-02)

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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)	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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	\$ 27.45							07/21/2004	07/21/2004	Common Stock
Phantom Stock	\$ 28.05							06/14/2004	06/14/2004	Common Stock
Phantom Stock	\$ 30.43							01/29/2005	12/29/2004	Common Stock
Phantom Stock	\$ 34.3							09/28/2004	09/28/2004	Common Stock
Phantom Stock	\$ 34.39							08/23/2004	08/23/2004	Common Stock
Phantom Stock	\$ 36.5							10/06/2004	10/06/2004	Common Stock
Phantom Stock	\$ 37.8							11/29/2004	11/29/2004	Common Stock
Phantom Stock	\$ 39.18							12/07/2004	12/07/2004	Common Stock
Phantom Stock	\$ 42.44							03/09/2004	03/09/2004	Common Stock
Phantom Stock	\$ 50.1							12/08/2003	12/08/2003	Common Stock
Phantom Stock	\$ 50.95							06/17/2003	06/17/2003	Common Stock
Phantom Stock	\$ 52.5							11/05/2003	11/05/2003	Common Stock
Phantom Stock	\$ 55.37							11/03/2003	11/03/2003	Common Stock
Phantom Stock	\$ 59.05							09/23/2003	09/23/2003	Common Stock
Phantom Stock	\$ 32.02	03/08/2005	03/08/2005	J ⁽¹⁾	1,592.7545			03/08/2005	03/08/2005 ⁽²⁾	Common Stock
Stock Options	\$ 38.34							03/11/2004	03/11/2013	Common Stock

(Right to
buy)Stock
Options
(Right to
buy)

\$ 42.44

03/09/2005

03/09/2014

Common
StockStock
Options
(Right to
buy)

\$ 46.875

03/13/2002

03/13/2008

Common
StockStock
Options
(Right to
buy)

\$ 65.73

03/12/2003

03/12/2012

Common
StockStock
Options
(Right to
buy)

\$ 32.02

03/08/2005

03/08/2005

A

10,000

03/08/2006⁽³⁾

03/08/2015

Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRAZEE JOHN P JR
C/O CABOT MICROELECTRONICS CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

X

Signatures

H. Carol Bernstein (Power of
Attorney)

03/09/2005

**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).
- (3) Directors' Annual Non-Qualified Stock Option Award Vesting dates: 25% 3/8/06, 25% 3/8/07, 25% 3/8/08, 25% 3/8/09
- (2) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.
- (1) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan adopted March 12, 2001 as amended June 17, 2003.

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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