

McLaughlin Erica
Form 3
May 17, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>McLaughlin Erica</p> <p>(Last) (First) (Middle)</p> <p>C/O CABOT CORPORATION, TWO SEAPORT LANE, SUITE 1300</p> <p>(Street)</p> <p>BOSTON, MA 02210</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CABOT CORP [CBT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President, CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 9,419 ⁽¹⁾ | D | |
| Common Stock | 1.37 | I ⁽²⁾ | Through the Trustee for the Corporation's 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | Â (3) | 11/13/2024 | Common Stock | 2,295 | \$ 46.03 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 11/11/2025 | Common Stock | 3,293 | \$ 39.54 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 11/10/2026 | Common Stock | 3,534 | \$ 50.46 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 11/09/2027 | Common Stock | 3,151 | \$ 62.24 | D | Â |
| Phantom Stock | Â (7) | Â (7) | Common Stock | 810.233 | \$ 61.65 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLaughlin Erica C/O CABOT CORPORATION TWO SEAPORT LANE, SUITE 1300 BOSTON, MA 02210 | Â | Â | Â Senior Vice President, CFO | Â |

Signatures

By: Kristine L. Ouimet, pursuant to a power of attorney from Erica
McLaughlin

05/17/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,908 performance based units earned on the basis of the Corporation's performance in fiscal year 2016 and 2017 (which remain subject to time-based vesting) and 4,842 units subject to time-based vesting.
 - (2) Reflects retirement plan contributions by the Corporation.
 - (3) The option vested over a three year period as follows: 30% on November 14, 2015, 30% on November 14, 2016 and 40% on November 14, 2017.
 - (4) The option vests over a three year period as follows: 30% on November 12, 2016, 30% on November 12, 2017 and 40% on November 12, 2018.
 - (5) The option vests over a three year period as follows: 30% on November 11, 2017, 30% on November 11, 2018 and 40% on November 11, 2019.

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- (6) The option vests over a three year period as follows: 30% on November 10, 2018, 30% on November 10, 2019 and 40% on November 10, 2020
- (7) Each share of phantom stock is the economic equivalent of one share of Cabot Corporation common stock. The shares of phantom stock will be settled in shares of Cabot Corporation common stock upon termination of her employment with Cabot Corporation.

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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