

FRAZEE JOHN P JR
Form 4
March 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	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 Underlying Security (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 Stock
Stock Options (Right to buy)	\$ 46.875					03/13/2002	03/13/2008		Common Stock
Stock Options (Right to buy)	\$ 65.73					03/12/2003	03/12/2012		Common Stock
Stock 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. 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.