

FRAZEE JOHN P JR
Form 4
December 16, 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)
12/15/2005

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	10,000	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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock	\$ 27.45					07/21/2004 07/21/2004	Common Stock 36.
Phantom Stock	\$ 28.05					06/14/2004 06/14/2004	Common Stock 106
Phantom Stock	\$ 28.3					09/27/2005 09/27/2005	Common Stock 212
Phantom Stock	\$ 28.57					08/09/2005 08/09/2005	Common Stock 52.
Phantom Stock	\$ 28.72					05/05/2005 05/05/2005	Common Stock 52.
Phantom Stock	\$ 28.73					10/25/2005 10/25/2005	Common Stock 52.
Phantom Stock	\$ 29.09					04/22/2005 04/22/2005	Common Stock 51.
Phantom Stock	\$ 30.43					01/29/2005 12/29/2004	Common Stock 32.
Phantom Stock	\$ 30.81					06/13/2005 06/13/2005	Common Stock 146
Phantom Stock	\$ 31.44					12/06/2005 12/06/2005	Common Stock 190
Phantom Stock	\$ 32.02					03/08/2005 03/08/2005	Common Stock 1,59
Phantom Stock	\$ 32.75					07/22/2005 07/22/2005	Common Stock 91.
Phantom Stock	\$ 34.3					09/28/2004 09/28/2004	Common Stock 116
Phantom Stock	\$ 34.39					08/23/2004 08/23/2004	Common Stock 29.
Phantom Stock	\$ 34.9					01/21/2005 01/21/2005	Common Stock 28.
Phantom Stock	\$ 36.5					10/06/2004 10/06/2004	Common Stock 27.

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Phantom Stock	\$ 37.8					11/29/2004	11/29/2004	Common Stock	26
Phantom Stock	\$ 39.18					12/07/2004	12/07/2004	Common Stock	102
Phantom Stock	\$ 42.44					03/09/2004	03/09/2004	Common Stock	541
Phantom Stock	\$ 50.1					12/08/2003	12/08/2003	Common Stock	79
Phantom Stock	\$ 50.95					06/17/2003	06/17/2003	Common Stock	1,70
Phantom Stock	\$ 52.5					11/05/2003	11/05/2003	Common Stock	19
Phantom Stock	\$ 55.37					11/03/2003	11/03/2003	Common Stock	162
Phantom Stock	\$ 59.05					09/23/2003	09/23/2003	Common Stock	67
Phantom Stock	\$ 29.21	12/15/2005		<u>J⁽¹⁾</u>	51.3523	12/15/2005	12/15/2005 ⁽²⁾	Common Stock	51
Stock Options (Right to buy)	\$ 32.02					03/08/2006	03/08/2015	Common Stock	10
Stock Options (Right to buy)	\$ 38.34					03/11/2004	03/11/2013	Common Stock	7
Stock Options (Right to buy)	\$ 42.44					03/09/2005	03/09/2014	Common Stock	10
Stock Options (Right to buy)	\$ 46.875					03/13/2002	03/13/2008	Common Stock	7
Stock Options (Right to buy)	\$ 65.73					03/12/2003	03/12/2012	Common Stock	7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

H. Carol Bernstein (Power of Attorney) 12/16/2005

__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).
- (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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