

FULLER H LAURANCE
 Form 4
 February 17, 2012

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 *
 FULLER H LAURANCE

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)
 02/17/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/17/2012 | | M | | 15,000 A \$ 45.49 | 32,000 | D |
| Common Stock | 02/17/2012 | | S ⁽¹⁾ | | 13,539 D \$ 50.4581 | 18,461 | D |
| Common Stock | 02/17/2012 | | M | | 7,500 A \$ 45.49 | 25,961 | D |
| Common Stock | 02/17/2012 | | S ⁽¹⁾ | | 6,770 D \$ 50.4581 | 19,191 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------|---|
| Common Stock | 02/17/2012 | M | 7,500 | A | \$ 38.34 | 26,691 | D |
| Common Stock | 02/17/2012 | S ⁽¹⁾ | 5,705 | D | \$ 50.4581 | 20,986 | D |
| Common Stock | 02/17/2012 | M | 10,000 | A | \$ 42.44 | 30,986 | D |
| Common Stock | 02/17/2012 | S ⁽¹⁾ | 8,421 | D | \$ 50.4581 | 22,565 | D |
| Common Stock | 02/17/2012 | M | 10,000 | A | \$ 32.02 | 32,565 | D |
| Common Stock | 02/17/2012 | S ⁽¹⁾ | 6,354 | D | \$ 50.4581 | 26,211 | D |

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 45.49 | 02/17/2012 | | M | 15,000 | 06/17/2003 ⁽²⁾ 06/17/2012 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 45.49 | 02/17/2012 | | M | 7,500 | 06/17/2003 06/17/2012 | Common Stock | 7,500 |
| Stock Options (Right to Buy) | \$ 38.34 | 02/17/2012 | | M | 7,500 | 03/11/2004 ⁽³⁾ 03/11/2013 | Common Stock | 7,500 |
| | \$ 42.44 | 02/17/2012 | | M | 10,000 | 03/09/2005 ⁽⁴⁾⁽⁵⁾ 03/09/2014 | | 10,000 |

Stock
Options
(Right to
Buy)

Common
Stock

Stock
Options
(Right to
Buy)

\$ 32.02

02/17/2012

M

10,000

03/08/2006⁽⁶⁾

03/08/2015

Common
Stock

10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FULLER H LAURANCE
C/O CABOT MICROELECTRONICS CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

X

Signatures

/s/ H. Carol Bernstein (Power of
Attorney)

02/17/2012

__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).

(1) Sale to cover exercise price for exercise of stock options.

Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule for Directors' Annual Non-Qualified Stock Option Award of 7,500 shares dated 6/17/02 is: 25% on 6/17/03 25% on 6/17/04 25% on 6/17/05 25% on 9/1/05

(3) Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 3/11/04 25% on 3/11/05 50% on 9/1/05

(4) Pursuant to Second Amended and Restated Equity Incentive Plan (EIP) and Compensation Committee action 9/27/04, grant agreement amended to provide that Vesting Schedule is: 25% on 3/9/05 75% on 9/1/05

(5) Vesting Schedule: 25% 3/9/2005 25% 3/9/2006 25% 3/9/2007 25% 3/9/2008

(6) 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

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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