

CABOT MICROELECTRONICS CORP
 Form 4
 August 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 JOHNSON WILLIAM S

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)
 08/15/2012

____ Director
 Officer (give title below) _____ Other (specify below)
 Vice President, CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/15/2012		M	7,601 A \$ 29.45	66,656.065	D	
Common Stock	08/15/2012		S(1)	7,601 D \$ 31.5248	59,055.065	D	

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

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number.

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 (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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 29.45 (3) (4)	08/15/2012		M	7,601	04/01/2003	04/01/2013	Common Stock	7,601 (2) (3)
Stock Options (Right to Buy)	\$ 33.72 (4) (13)					12/11/2004 ⁽⁵⁾	12/11/2013	Common Stock	72,534 (2) (13)
Stock Options (Right to Buy)	\$ 26.05 (4) (14)					12/10/2005 ⁽⁶⁾	12/10/2014	Common Stock	98,646 (2) (14)
Stock Options (Right to Buy)	\$ 21.77 (4) (15)					12/01/2007 ⁽⁷⁾	12/01/2016	Common Stock	37,717 (2) (15)
Stock Options (Right to Buy)	\$ 21.04 (4) (16)					12/09/2007	12/09/2015	Common Stock	43,520 (2) (16)
Stock Options (Right to Buy)	\$ 25.79 (4) (17)					11/30/2008 ⁽⁸⁾	11/30/2017	Common Stock	40,038 (2) (17)
Stock Options (Right to Buy)	\$ 16 ⁽⁴⁾ (18)					12/01/2009 ⁽⁹⁾	12/01/2018	Common Stock	35,106 (2) (18)
Stock Options (Right to Buy)	\$ 21.45 (4) (19)					12/01/2010 ⁽¹⁰⁾	12/01/2019	Common Stock	41,344 (2) (19)

Buy)

Stock

Options \$ 28.62

(Right to (4) (20))12/01/2011⁽¹¹⁾ 12/01/2020Common Stock 37,862
(2) (20)

Buy)

Stock

Options \$ 27.94

(Right to (4) (21))12/01/2012⁽¹²⁾ 12/01/2021Common Stock 37,862
(2) (21)

Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON WILLIAM S
C/O CABOT MICROELECTRONICS CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

Vice President, CFO

Signatures

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

08/16/2012

**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 of, and taxes related to, exercise of stock options.

As a result of a leveraged recapitalization of the Company via a special cash dividend (the "Dividend") of \$15.00 per share declared on February 13, 2012 with a record date of February 23, 2012, a payable date of March 1, 2012 and an ex-dividend date of March 2, 2012, the option award was proportionally adjusted on March 2, 2012 to preserve its value in connection with the Dividend, as required by Section 8.6 of the Second Amended and Restated Cabot Microelectronics Corporation Equity Incentive Plan (EIP) and approved by the

(2) Compensation Committee of the Board of Directors of the Company. The number of stock options subject to each outstanding award was increased proportionately to preserve its value as a result of the Dividend. The number of stock options was increased by a factor of 1.45068 rounded down to the nearest whole option, which is a ratio of the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date, to the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).

(3) This option pursuant to the EIP, was previously reported by the reporting person as an option for 40,000 shares of common stock at an exercise price of \$42.72.

Required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company, the exercise price of the option was proportionally adjusted on March 2, 2012 to preserve its value as a result of the leveraged recapitalization via the Dividend. The exercise price of each outstanding stock option was decreased by a factor of 0.68933 rounded up to the nearest whole cent, which is a ratio of the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date, to the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).

(5) 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 12/11/04 75% on 9/1/05

(6) Vesting Schedule: 25% 12/10/05 25% 12/10/06 25% 12/10/07 25% 12/10/08

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- (7) 2006 Stock Option Grant Award Vesting Schedule: 25% 12/1/07, 25% 12/1/08, 25% 12/1/09, 25% 12/1/10
- (8) 2007 Stock Option Grant Award Vesting Schedule: 25% 11/30/08, 25% 11/30/09, 25% 11/30/10, 25% 11/30/11
- (9) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (10) 2009 (FY10) Non-Qualified Stock Option Grant Award Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013
- (11) 2010 (FY11) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014.
- (12) 2011 (FY12) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015.
- (13) This option pursuant to the EIP, was previously reported by the reporting person as an option for 50,000 shares of common stock at an exercise price of \$48.91.
- (14) This option pursuant to the EIP, was previously reported by the reporting person as an option for 68,000 shares of common stock at an exercise price of \$37.78.
- (15) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,000 shares of common stock at an exercise price of \$31.57.
- (16) This option pursuant to the EIP, was previously reported by the reporting person as an option for 60,000 shares of common stock at an exercise price of \$30.51.
- (17) This option pursuant to the EIP, was previously reported by the reporting person as an option for 27,600 shares of common stock at an exercise price of \$37.40.
- (18) This option pursuant to the EIP, was previously reported by the reporting person as an option for 32,200 shares of common stock at an exercise price of \$23.21.
- (19) This option pursuant to the EIP, was previously reported by the reporting person as an option for 28,500 shares of common stock at an exercise price of \$31.11.
- (20) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,100 shares of common stock at an exercise price of \$41.51.
- (21) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,100 shares of common stock at an exercise price of \$40.52.

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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