

FRAZEE JOHN P JR  
Form 4  
August 10, 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)  
08/10/2005

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/10/2005		P		8,000	A	\$ 28.1925
					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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Phantom Stock	\$ 27.45					07/21/2004      07/21/2004	Common Stock      36.4299
Phantom Stock	\$ 28.05					06/14/2004      06/14/2004	Common Stock      106.9519
Phantom Stock	\$ 28.57					08/09/2005      08/09/2005	Common Stock      52.5026
Phantom Stock	\$ 28.72					05/05/2005      05/05/2005	Common Stock      52.2284
Phantom Stock	\$ 29.09					04/22/2005      04/22/2005	Common Stock      51.5641
Phantom Stock	\$ 30.43					01/29/2005      12/29/2004	Common Stock      32.8623
Phantom Stock	\$ 30.81					06/13/2005      06/13/2005	Common Stock      146.0565
Phantom Stock	\$ 32.02					03/08/2005      03/08/2005	Common Stock      1,592.7545
Phantom Stock	\$ 32.75					07/22/2005      07/22/2005	Common Stock      91.6031
Phantom Stock	\$ 34.3					09/28/2004      09/28/2004	Common Stock      116.6181
Phantom Stock	\$ 34.39					08/23/2004      08/23/2004	Common Stock      29.0782
Phantom Stock	\$ 34.9					01/21/2005      01/21/2005	Common Stock      28.6533
Phantom Stock	\$ 36.5					10/06/2004      10/06/2004	Common Stock      27.3973
Phantom Stock	\$ 37.8					11/29/2004      11/29/2004	Common Stock      26.455
	\$ 39.18					12/07/2004      12/07/2004	

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Phantom Stock				Common Stock	
Phantom Stock	\$ 42.44	03/09/2004	03/09/2004	Common Stock	541.9416
Phantom Stock	\$ 50.1	12/08/2003	12/08/2003	Common Stock	79.8403
Phantom Stock	\$ 50.95	06/17/2003	06/17/2003	Common Stock	1,707.7605
Phantom Stock	\$ 52.5	11/05/2003	11/05/2003	Common Stock	19.0476
Phantom Stock	\$ 55.37	11/03/2003	11/03/2003	Common Stock	162.5429
Phantom Stock	\$ 59.05	09/23/2003	09/23/2003	Common Stock	67.7392
Stock Options (Right to buy)	\$ 32.02	03/08/2006	03/08/2015	Common Stock	10,000
Stock Options (Right to buy)	\$ 38.34	03/11/2004	03/11/2013	Common Stock	7,500
Stock Options (Right to buy)	\$ 42.44	03/09/2005	03/09/2014	Common Stock	10,000
Stock Options (Right to buy)	\$ 46.875	03/13/2002	03/13/2008	Common Stock	7,500
Stock Options (Right to buy)	\$ 65.73	03/12/2003	03/12/2012	Common Stock	7,500

## 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)

08/10/2005

\_\_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).

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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