

ECKSTEIN BERNSTEIN H CAROL
 Form 4
 March 13, 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 *
 ECKSTEIN BERNSTEIN H
 CAROL

(Last) (First) (Middle)

C/O CABOT
 MICROELECTRONICS
 CORPORATION, 870 COMMONS
 DRIVE

(Street)

AURORA, IL 60504

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CABOT MICROELECTRONICS
 CORP [CCMP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Sec & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	03/09/2012		M	54,658 A \$ 34.33	89,066.517	D	
Common Stock	03/09/2012		S(1)	54,658 D \$ 35.987	34,408.517	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	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
Stock Options (Right to Buy)	\$ 34.33 <u>(2)</u> <u>(14)</u>	03/09/2012		M	54,658	05/01/2003 ⁽⁴⁾	05/01/2012	Common Stock	54,658 <u>(2)</u> <u>(3)</u>
Stock Options (Right to Buy)	\$ 35.42 <u>(14)</u> <u>(15)</u>					12/11/2003 ⁽⁵⁾	12/11/2012	Common Stock	68,900 <u>(3)</u> <u>(15)</u>
Stock Options (Right to Buy)	\$ 33.72 <u>(14)</u> <u>(16)</u>					12/11/2004 ⁽⁶⁾	12/11/2013	Common Stock	87,040 <u>(3)</u> <u>(16)</u>
Stock Options (Right to Buy)	\$ 26.05 <u>(14)</u> <u>(17)</u>					12/10/2005 ⁽⁷⁾	12/10/2014	Common Stock	62,370 <u>(3)</u> <u>(17)</u>
Stock Options (Right to Buy)	\$ 21.77 <u>(14)</u> <u>(18)</u>					12/01/2007 ⁽⁸⁾	12/01/2016	Common Stock	37,710 <u>(3)</u> <u>(18)</u>
Stock Options (Right to Buy)	\$ 25.79 <u>(14)</u> <u>(19)</u>					11/30/2008 ⁽⁹⁾	11/30/2017	Common Stock	40,430 <u>(3)</u> <u>(19)</u>
Stock Options (Right to Buy)	\$ 16 ⁽¹⁴⁾ <u>(20)</u>					12/01/2009 ⁽¹⁰⁾	12/01/2018	Common Stock	23,390 <u>(3)</u> <u>(20)</u>
Stock Options (Right to Buy)	\$ 21.45 <u>(14)</u> <u>(21)</u>					12/01/2010 ⁽¹¹⁾	12/01/2019	Common Stock	27,410 <u>(3)</u> <u>(21)</u>

Stock

Options \$ 28.62
(Right to (14) (22)
Buy)

12/01/2011⁽¹²⁾ 12/01/2020

Common 25,02
Stock (3) (2)

Stock

Options \$ 27.94
(Right to (14) (23)
Buy)

12/01/2012⁽¹³⁾ 12/01/2021

Common 26,54
Stock (3) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECKSTEIN BERNSTEIN H CAROL C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504			VP, Sec & General Counsel	

Signatures

/s/ H. Carol
Bernstein

03/13/2012

**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.
- (2) This option pursuant to the Second Amended and Restated Equity Incentive Plan ("EIP"), was previously reported by the reporting person as an option for 42,000 shares of common stock at an exercise price of \$49.80.

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 EIP and approved by the 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) 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 5/1/03, 25% on 5/1/04, 25% on 5/1/05, 25% on 9/1/05.
- (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 12/11/03 25% on 12/11/04 50% on 9/1/05
- (6) 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
- (7) Vesting Schedule: 25% 12/10/05, 25% 12/10/06, 25% 12/10/07, 25% 12/10/08
- (8) 2006 Stock Option Grant Award Vesting Schedule: 25% 12/1/07, 25% 12/1/08, 25% 12/1/09, 25% 12/1/10

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- (9) 2007 Stock Option Grant Award Vesting Schedule: 25% 11/30/08, 25% 11/30/09, 25% 11/30/10, 25% 11/30/11
- (10) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (11) 2009 (FY10) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013
- (12) 2010 (FY11) Non-Qualified Stock Option Grant Award Vesting Schedule: 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014.
- (13) 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.
- 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).
- (14) This option pursuant to the EIP, was previously reported by the reporting person as an option for 47,500 shares of common stock at an exercise price of \$51.37.
- (15) 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 \$48.91.
- (16) This option pursuant to the EIP, was previously reported by the reporting person as an option for 63,000 shares of common stock at an exercise price of \$37.78.
- (17) 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.
- (18) This option pursuant to the EIP, was previously reported by the reporting person as an option for 16,500 shares of common stock at an exercise price of \$37.40.
- (19) This option pursuant to the EIP, was previously reported by the reporting person as an option for 21,500 shares of common stock at an exercise price of \$23.21.
- (20) This option pursuant to the EIP, was previously reported by the reporting person as an option for 18,900 shares of common stock at an exercise price of \$31.11.
- (21) This option pursuant to the EIP, was previously reported by the reporting person as an option for 17,250 shares of common stock at an exercise price of \$41.51.
- (22) This option pursuant to the EIP, was previously reported by the reporting person as an option for 18,300 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. 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.