

ECKSTEIN BERNSTEIN H CAROL
 Form 4
 May 16, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

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

(Last) (First) (Middle)
 C/O CABOT
 MICROELECTRONICS
 CORPORATION, 870 COMMONS
 DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2013

(Street)
 AURORA, IL 60504

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

(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	(D)	Price
Common Stock	05/14/2013		M		666	A	\$ 33.72
					41,227.724		
Common Stock	05/14/2013		S ⁽¹⁾		666	D	\$ 35.72
					40,561.724		
Common Stock	05/15/2013		M		24,313	A	\$ 33.72
					64,874.724		
Common Stock	05/15/2013		S ⁽¹⁾		24,313	D	\$ 35.7304
					40,561.724		

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Common Stock	05/16/2013	M	13,802	A	\$ 33.72	54,363.724	D
Common Stock	05/16/2013	S ⁽¹⁾	13,802	D	\$ 35.7842	40,561.724	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.72	05/14/2013		M	666	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	666
Stock Options (Right to Buy)	\$ 33.72	05/15/2013		M	24,313	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	24,313
Stock Options (Right to Buy)	\$ 33.72	05/16/2013		M	13,802	12/11/2004 ⁽²⁾ 12/11/2013	Common Stock	13,802

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

05/16/2013

__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) 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

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.