

FLEMING SHANE D  
Form 3  
January 20, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
FLEMING SHANE D		(Month/Day/Year)	CYTEC INDUSTRIES INC/DE/ [CYT]	
(Last)	(First)	(Middle)	09/14/2004	
5 GARRET MOUNTAIN PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WEST PATERSON, NJ 07424			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, PS	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,928	D <sup>(1)</sup>	^
Common Stock	4,138	I	Savings Plan
Common Stock	117	I	Supplemental Savings Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Option Right to Buy <sup>(2)</sup>	02/15/1997	02/14/2006	Common Stock	825	\$ 25.0833	D	Â
Option Right to Buy <sup>(2)</sup>	01/27/1998	01/26/2007	Common Stock	700	\$ 40.125	D	Â
Option Right to Buy <sup>(2)</sup>	01/26/1999	01/25/2008	Common Stock	1,500	\$ 47.9375	D	Â
Option Right to Buy <sup>(2)</sup>	01/25/2000	01/24/2009	Common Stock	3,250	\$ 20.4375	D	Â
Option Right to Buy <sup>(2)</sup>	01/24/2001	01/23/2010	Common Stock	3,250	\$ 24.4375	D	Â
Option Right to Buy <sup>(2)</sup>	08/01/2001	07/31/2010	Common Stock	3,000	\$ 31.25	D	Â
Option Right to Buy <sup>(2)</sup>	01/22/2002	01/21/2011	Common Stock	12,000	\$ 33.63	D	Â
Option Right to Buy <sup>(2)</sup>	01/21/2003	01/20/2012	Common Stock	16,000	\$ 24	D	Â
Option Right to Buy <sup>(2)</sup>	01/20/2004	01/19/2013	Common Stock	16,000	\$ 26.7	D	Â
Option Right to Buy <sup>(2)</sup>	05/01/2004	04/30/2013	Common Stock	4,000	\$ 32.01	D	Â
Option Right to Buy <sup>(2)</sup>	01/21/2005	01/20/2014	Common Stock	25,000	\$ 37.11	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING SHANE D 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	Â	Â	Â	President, PS Â

## Signatures

Roy Smith on behalf of Shane D.  
Fleming

01/20/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant of performance stock (i.e. shares of Common Stock, restrictions on which lapse in the event that performance goals are attained) under Cytec's 1993 Stock Award and Incentive Plan. Price consists of continued performance of employment relationship. Under certain circumstances, performance stock may be forfeited and a deferred stock award (a derivative security) may be issued in lieu of the earned portion thereof.

(2) Exercisable in one-third installments on each of first three anniversaries of date of grant.

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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