

FRAZEE JOHN P JR
Form 4
November 30, 2004

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 *
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)
11/29/2004

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 | 11/29/2004 | | M | | 20,000 | A | \$ 20 |
| Common Stock | 11/29/2004 | | S | | 20,000 | D | \$ 37.8474 |
| | | | | | 22,000 | D | |
| | | | | | 2,000 | 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)

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 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) | \$ 20 | 11/29/2004 | | M | | 20,000 | | 04/04/2000 | 04/04/2005 | Common Stock | 20,000 |
| 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 |
| Phantom Stock | \$ 27.45 | | | | | | | 07/21/2004 | 07/21/2004 | Common Stock | 36,429 |
| Phantom Stock | \$ 28.05 | | | | | | | 06/14/2004 | 06/14/2004 | Common Stock | 106,950 |
| Phantom Stock | \$ 34.3 | | | | | | | 09/28/2004 | 09/28/2004 | Common Stock | 116,610 |
| Phantom Stock | \$ 34.39 | | | | | | | 08/23/2004 | 08/23/2004 | Common Stock | 29,078 |
| Phantom Stock | \$ 36.5 | | | | | | | 10/06/2004 | 10/06/2004 | Common Stock | 27,397 |
| | \$ 42.44 | | | | | | | 03/09/2004 | 03/09/2004 | | 541,940 |

| | | | | | |
|---------------|----------|--|-----------------------|--------------|----------|
| Phantom Stock | | | | Common Stock | |
| Phantom Stock | \$ 50.1 | | 12/08/2003 12/08/2003 | Common Stock | 79.840 |
| Phantom Stock | \$ 50.95 | | 06/17/2003 06/17/2003 | Common Stock | 1,707.70 |
| Phantom Stock | \$ 52.5 | | 11/05/2003 11/05/2003 | Common Stock | 19.047 |
| Phantom Stock | \$ 55.37 | | 11/03/2003 11/03/2003 | Common Stock | 162.54 |
| Phantom Stock | \$ 59.05 | | 09/23/2003 09/23/2003 | Common Stock | 67.739 |

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 11/30/2004

__Signature of Date
Reporting Person

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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