

CABOT CORP  
Form 4  
February 08, 2017

**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 \*  
**CORDEIRO EDUARDO E**

(Last) (First) (Middle)

**C/O CABOT CORPORATION, TWO SEAPORT LANE, SUITE 1300**

(Street)

**BOSTON, MA 02210**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CABOT CORP [CBT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/06/2017**

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)  
**Executive Vice President, CFO**

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/06/2017                           |  | M                              |   | 14,612  | A  | \$ 35.25  |
| Common Stock                    | 02/06/2017                           |  | S                              |   | 14,612  | D  | \$ 57.56<br>(1)                                       |
| Common Stock                    | 02/06/2017                           |  | M                              |   | 8,547   | A  | \$ 39.54  |
| Common Stock                    | 02/06/2017                           |  | S                              |   | 8,547   | D  | \$ 57.53<br>(2)                                       |

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|              |            |   |        |   |                 |        |   |
|--------------|------------|---|--------|---|-----------------|--------|---|
| Common Stock | 02/07/2017 | M | 13,477 | A | \$ 35.25        | 86,794 | D |
| Common Stock | 02/07/2017 | S | 13,477 | D | \$ 57.68<br>(3) | 73,317 | D |
| Common Stock | 02/07/2017 | M | 1,059  | A | \$ 39.54        | 74,376 | D |
| Common Stock | 02/07/2017 | S | 1,059  | D | \$ 57.67<br>(4) | 73,317 | D |

|              |  |  |  |  |  |              |   |   |
|--------------|--|--|--|--|--|--------------|---|---|
| Common Stock |  |  |  |  |  | 9,857.56 (5) | I | Through the Trustee for the Corporation's 401(k) plan |
|--------------|--|--|--|--|--|--------------|---|---|

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 |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (Right to Buy)       | \$ 35.25   | 02/06/2017                           |  | M                              | 14,612  | (6)  | 11/08/2022  | Common Stock               | 14,612 |
| Employee Stock Option (Right to Buy)       | \$ 39.54   | 02/06/2017                           |  | M                              | 8,547   | (7)  | 11/11/2025  | Common Stock               | 8,547  |
|  | \$ 35.25   | 02/07/2017                           |  | M                              | 13,477  | (6)  | 11/08/2022  |                            | 13,477 |

|  |          |            |   |       |     |            |  |                 |       |
|--|----------|------------|---|-------|-----|------------|--|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |          |            |   |       |     |            |  | Common<br>Stock |       |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 39.54 | 02/07/2017 | M | 1,059 | (7) | 11/11/2025 |  | Common<br>Stock | 1,059 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| CORDEIRO EDUARDO E<br>C/O CABOT CORPORATION<br>TWO SEAPORT LANE, SUITE 1300<br>BOSTON, MA 02210 |               |           | Executive Vice President, CFO |       |

## Signatures

By: Kristine L. Ouimet, pursuant to a power of attorney from Eduardo E. Cordeiro

02/08/2017

\_\_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) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.50 to \$57.90, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(2) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.50 to \$57.78, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(3) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.51 to \$57.84, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(4) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.54 to \$57.72, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(5) Reflects retirement plan contributions by the Corporation, including contributions that have occurred since the date of the reporting person's last ownership report.

(6) 28,089 shares were subject to the option. The option vested over a three year period as follows: 30% on November 9, 2013, 30% on November 9, 2014 and 40% on November 9, 2015.

(7) 32,021 shares are subject to the option. The option vests over a three year period as follows: 30% on November 12, 2016, 30% on November 12, 2017 and 40% on November 12, 2018.

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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