

ECKSTEIN BERNSTEIN H CAROL

Form 4

January 03, 2006

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

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

OMB APPROVAL

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(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)

12/31/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

____ 10% Owner

____X____ Officer (give title
below)____ Other (specify
below)

Vice President, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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)
Common Stock	12/31/2005		A	187.447	A \$ 24.54	1,708.285	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 30.51					12/09/2006	12/09/2015	Common Stock	58,000	
Stock Options (Right to buy)	\$ 37.78					12/10/2005	12/10/2014	Common Stock	63,000	
Stock Options (Right to buy)	\$ 48.91					12/11/2004	12/11/2013	Common Stock	60,000	
Stock Options (Right to buy)	\$ 49.08					05/01/2003	05/01/2012	Common Stock	42,000	
Stock Options (Right to buy)	\$ 49.25					08/09/2000	08/09/2005	Common Stock	12,500	
Stock Options (Right to buy)	\$ 51.37					12/11/2003	12/11/2012	Common Stock	47,500	
Stock Options (Right to buy)	\$ 67.07					05/01/2002	05/01/2008	Common Stock	47,000	

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			Vice President, General Counsel	

Signatures

H. Carol Bernstein -
Eckstein

01/03/2006

__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).

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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