

CABOT MICROELECTRONICS CORP  
 Form 4  
 August 16, 2012

**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 \*  
 JOHNSON WILLIAM S

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)  
 08/15/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President, CFO

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	08/15/2012		M	7,601 A \$ 29.45	66,656.065	D	
Common Stock	08/15/2012		S(1)	7,601 D \$ 31.5248	59,055.065	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 (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)	\$ 29.45 <u>(3)</u> <u>(4)</u>	08/15/2012		M	7,601	04/01/2003	04/01/2013	Common Stock	7,601 <u>(2)</u> <u>(3)</u>
Stock Options (Right to Buy)	\$ 33.72 <u>(4)</u> <u>(13)</u>					12/11/2004 <sup>(5)</sup>	12/11/2013	Common Stock	72,534 <u>(2)</u> <u>(13)</u>
Stock Options (Right to Buy)	\$ 26.05 <u>(4)</u> <u>(14)</u>					12/10/2005 <sup>(6)</sup>	12/10/2014	Common Stock	98,646 <u>(2)</u> <u>(14)</u>
Stock Options (Right to Buy)	\$ 21.77 <u>(4)</u> <u>(15)</u>					12/01/2007 <sup>(7)</sup>	12/01/2016	Common Stock	37,717 <u>(2)</u> <u>(15)</u>
Stock Options (Right to Buy)	\$ 21.04 <u>(4)</u> <u>(16)</u>					12/09/2007	12/09/2015	Common Stock	43,520 <u>(2)</u> <u>(16)</u>
Stock Options (Right to Buy)	\$ 25.79 <u>(4)</u> <u>(17)</u>					11/30/2008 <sup>(8)</sup>	11/30/2017	Common Stock	40,038 <u>(2)</u> <u>(17)</u>
Stock Options (Right to Buy)	\$ 16 <sup>(4)</sup> <u>(18)</u>					12/01/2009 <sup>(9)</sup>	12/01/2018	Common Stock	35,106 <u>(2)</u> <u>(18)</u>
Stock Options (Right to Buy)	\$ 21.45 <u>(4)</u> <u>(19)</u>					12/01/2010 <sup>(10)</sup>	12/01/2019	Common Stock	41,344 <u>(2)</u> <u>(19)</u>



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- (7) 2006 Stock Option Grant Award Vesting Schedule: 25% 12/1/07, 25% 12/1/08, 25% 12/1/09, 25% 12/1/10
- (8) 2007 Stock Option Grant Award Vesting Schedule: 25% 11/30/08, 25% 11/30/09, 25% 11/30/10, 25% 11/30/11
- (9) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (10) 2009 (FY10) Non-Qualified Stock Option Grant Award Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013
- (11) 2010 (FY11) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014.
- (12) 2011 (FY12) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2012, 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015.
- (13) This option pursuant to the EIP, was previously reported by the reporting person as an option for 50,000 shares of common stock at an exercise price of \$48.91.
- (14) This option pursuant to the EIP, was previously reported by the reporting person as an option for 68,000 shares of common stock at an exercise price of \$37.78.
- (15) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,000 shares of common stock at an exercise price of \$31.57.
- (16) This option pursuant to the EIP, was previously reported by the reporting person as an option for 60,000 shares of common stock at an exercise price of \$30.51.
- (17) This option pursuant to the EIP, was previously reported by the reporting person as an option for 27,600 shares of common stock at an exercise price of \$37.40.
- (18) This option pursuant to the EIP, was previously reported by the reporting person as an option for 32,200 shares of common stock at an exercise price of \$23.21.
- (19) This option pursuant to the EIP, was previously reported by the reporting person as an option for 28,500 shares of common stock at an exercise price of \$31.11.
- (20) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,100 shares of common stock at an exercise price of \$41.51.
- (21) This option pursuant to the EIP, was previously reported by the reporting person as an option for 26,100 shares of common stock at an exercise price of \$40.52.

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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