

CORDEIRO EDUARDO E  
 Form 4  
 December 07, 2006

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O CABOT CORPORATION, TWO SEAPORT LANE, SUITE 1300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/05/2006

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

BOSTON, MA 02210

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

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/05/2006		S	2,600	D	\$ 42	119,400	D
Common Stock	12/05/2006		S	600	D	\$ 42.01	118,800	D
Common Stock	12/05/2006		S	700	D	\$ 42.02	118,100	D
Common Stock	12/05/2006		S	200	D	\$ 42.03	117,900	D
Common Stock	12/05/2006		S	500	D	\$ 42.04	117,400	D

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Common Stock	12/05/2006	S	1,100	D	\$ 42.05	116,300	D	
Common Stock	12/06/2006	S	2,800	D	\$ 41.98	113,500	D	
Common Stock	12/06/2006	S	1,000	D	\$ 42.03	112,500	D	
Common Stock						1,741.5827	I	Through the Trustee for the Corporation's Retirement Savings Plan

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

**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.**

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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)	8. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B ESOP Convertible Preferred Stock	(1)					(2) (2)	Common	5,304.742	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Vice President	

CORDEIRO EDUARDO E  
C/O CABOT CORPORATION  
TWO SEAPORT LANE, SUITE 1300  
BOSTON, MA 02210

## Signatures

Michaela Allbee, pursuant to a Power of Attorney from Eduardo  
Cordeiro

12/07/2006

\_\_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).
- (1) Each share is convertible into 146.3782 shares of the Corporation's common stock.

Under the Retirement Savings Plan, the Corporation allocates Series B ESOP Convertible Preferred Stock to each participant's account on a quarterly basis. Subject to certain terms and conditions of the Retirement Savings Plan, participants may elect to receive distributions of

- (2) their vested account balance in the form of shares of the Corporation's common stock or cash. Generally, a participant is 20% vested in his account after 2 years of service with the Corporation; 40% vested after 3 years of service; 60% vested after 4 years of service; and 100% vested after 5 years of service.

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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