

SKATES RONALD L
Form 4
February 07, 2005

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

OMB APPROVAL

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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 *
SKATES RONALD L

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)
01/17/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | V | 2,560 | D | |

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

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Amendment | \$ 0 | 01/17/2005 | | J ⁽¹⁾ | 0 | | | 03/08/2005 | 03/10/2005 | Common Stock | 0 |
| Phantom Stock | \$ 27.45 | | | | | | | 07/21/2004 | 07/21/2004 | Common Stock | 36.4299 |
| Phantom Stock | \$ 28.05 | | | | | | | 06/14/2004 | 06/14/2004 | Common Stock | 71.3012 |
| Phantom Stock | \$ 34.3 | | | | | | | 09/28/2004 | 09/28/2004 | Common Stock | 87.4636 |
| Phantom Stock | \$ 34.39 | | | | | | | 08/23/2004 | 08/23/2004 | Common Stock | 29.0782 |
| Phantom Stock | \$ 36.5 | | | | | | | 10/06/2004 | 10/06/2004 | Common Stock | 27.3973 |
| Phantom Stock | \$ 37.8 | | | | | | | 11/29/2004 | 11/29/2004 | Common Stock | 26.455 |
| Phantom Stock | \$ 39.18 | | | | | | | 12/07/2004 | 12/07/2004 | Common Stock | 76.5697 |
| Phantom Stock | \$ 42.44 | | | | | | | 03/09/2004 | 03/09/2004 | Common Stock | 518.378 |
| Phantom Stock | \$ 50.1 | | | | | | | 12/08/2003 | 12/08/2003 | Common Stock | 59.8802 |
| Phantom Stock | \$ 50.95 | | | | | | | 06/18/2003 | 06/17/2003 | Common Stock | 1,513.932 |
| Phantom Stock | \$ 52.5 | | | | | | | 11/05/2003 | 11/05/2003 | Common Stock | 19.0476 |
| Phantom Stock | \$ 55.37 | | | | | | | 11/03/2003 | 11/03/2003 | Common Stock | 162.542 |
| Phantom Stock | \$ 59.05 | | | | | | | 09/23/2003 | 09/23/2003 | Common Stock | 50.8044 |
| | \$ 38.34 | | | | | | | 03/11/2004 | 03/11/2013 | | 7,500 |

| Stock Options (Right to buy) | | | | | Common Stock | |
|------------------------------|-----------|------------|------------|--|--------------|--------|
| 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SKATES RONALD L C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504 | X | | | |

Signatures

H. Carol Bernstein (Power of Attorney) 02/07/2005

**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) As a result of Mr. Skates's decision not to stand for re-election of the Company's Board of Directors, on January 17, 2005, pursuant to approval of the Board of Directors and the Nominating and Corporate Governance Committee of the Board, Cabot Microelectronics Corporation amended four option grant agreements to accelerate the vesting of 8,125 options to March 8, 2005 that would otherwise have vested on March 9, March 11, March 12, March 13, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.