

FRAZEE JOHN P JR
 Form 4
 November 30, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 FRAZEE JOHN P JR

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)
 11/29/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/29/2004		M		20,000	A	\$ 20
Common Stock	11/29/2004		S		20,000	D	\$ 37.8474
					22,000	D	
					2,000	D	

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

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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 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
Stock Options (Right to buy)	\$ 20	11/29/2004		M	20,000	04/04/2000	04/04/2005	Common Stock	20,000
Stock Options (Right to buy)	\$ 38.34					03/11/2004	03/11/2013	Common Stock	7,500
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
Phantom Stock	\$ 27.45					07/21/2004	07/21/2004	Common Stock	36,429
Phantom Stock	\$ 28.05					06/14/2004	06/14/2004	Common Stock	106,950
Phantom Stock	\$ 34.3					09/28/2004	09/28/2004	Common Stock	116,610
Phantom Stock	\$ 34.39					08/23/2004	08/23/2004	Common Stock	29,078
Phantom Stock	\$ 36.5					10/06/2004	10/06/2004	Common Stock	27,397
	\$ 42.44					03/09/2004	03/09/2004		541,940

Phantom Stock				Common Stock	
Phantom Stock	\$ 50.1		12/08/2003 12/08/2003	Common Stock	79.840
Phantom Stock	\$ 50.95		06/17/2003 06/17/2003	Common Stock	1,707.70
Phantom Stock	\$ 52.5		11/05/2003 11/05/2003	Common Stock	19.047
Phantom Stock	\$ 55.37		11/03/2003 11/03/2003	Common Stock	162.54
Phantom Stock	\$ 59.05		09/23/2003 09/23/2003	Common Stock	67.739

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZEE JOHN P JR C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504	X			

Signatures

H. Carol Bernstein 11/30/2004

 **Signature of Date
Reporting Person

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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