

FRAZEE JOHN P JR  
Form 4  
January 19, 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 \*  
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)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 2,000   | 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)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Stock Options (Right to buy)               | \$ 38.34   |                                      |  |                                |   | 03/11/2004 03/11/2013                                    | Common Stock 7,   |
| Stock Options (Right to buy)               | \$ 42.44   |                                      |  |                                |   | 03/09/2005 03/09/2014                                    | Common Stock 10   |
| Stock Options (Right to buy)               | \$ 46.875  |                                      |  |                                |   | 03/13/2002 03/13/2008                                    | Common Stock 7,   |
| Stock Options (Right to buy)               | \$ 65.73   |                                      |  |                                |   | 03/12/2003 03/12/2012                                    | Common Stock 7,   |
| Phantom Stock                              | \$ 27.45   |                                      |  |                                |   | 07/21/2004 07/21/2004                                    | Common Stock 36.  |
| Phantom Stock                              | \$ 28.05   |                                      |  |                                |   | 06/14/2004 06/14/2004                                    | Common Stock 106  |
| Phantom Stock                              | \$ 34.3  |                                      |  |                                |   | 09/28/2004 09/28/2004                                    | Common Stock 116  |
| Phantom Stock                              | \$ 34.39   |                                      |  |                                |   | 08/23/2004 08/23/2004                                    | Common Stock 29.  |
| Phantom Stock                              | \$ 36.5  |                                      |  |                                |   | 10/06/2004 10/06/2004                                    | Common Stock 27.  |
| Phantom Stock                              | \$ 36.51   | 01/17/2005                           |  | J <sup>(1)</sup>               | 27.3898   | 01/17/2005 01/17/2005 <sup>(2)</sup>                     | Common Stock 27.  |
| Phantom Stock                              | \$ 37.8  |                                      |  |                                |   | 11/29/2004 11/29/2004                                    | Common Stock 26   |
| Phantom Stock                              | \$ 39.18   |                                      |  |                                |   | 12/07/2004 12/07/2004                                    | Common Stock 102  |
|  | \$ 42.44   |                                      |  |                                |   | 03/09/2004 03/09/2004                                    | 541   |

|               |          |  |            |            |              |      |
|---------------|----------|--|------------|------------|--------------|------|
| Phantom Stock |          |  |            |            | Common Stock |      |
| Phantom Stock | \$ 50.1  |  | 12/08/2003 | 12/08/2003 | Common Stock | 79.  |
| Phantom Stock | \$ 50.95 |  | 06/17/2003 | 06/17/2003 | Common Stock | 1,70 |
| Phantom Stock | \$ 52.5  |  | 11/05/2003 | 11/05/2003 | Common Stock | 19.  |
| Phantom Stock | \$ 55.37 |  | 11/03/2003 | 11/03/2003 | Common Stock | 162  |
| Phantom Stock | \$ 59.05 |  | 09/23/2003 | 09/23/2003 | Common Stock | 67.  |

## Reporting Owners

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

## Signatures

H. Carol Bernstein                      01/19/2005

     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) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan adopted March 12, 2001 as amended June 17, 2003.
- (2) Rights to acquire shares pursuant to Directors' Deferred Compensation Plan are already earned.

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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