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CABOT MICROELECTRONICS CORP

Form 4

December 01, 2011

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

OMB Number:

3235-0287 January 31,

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON WILLIAM S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

CABOT MICROELECTRONICS

(Middle)

(Check all applicable)

CORP [CCMP]

3. Date of Earliest Transaction

Director 10% Owner

Vice President, CFO

(Month/Day/Year)

11/30/2011

X_ Officer (give title Other (specify below)

C/O CABOT

(Last)

MICROELECTRONICS CORPORATION, 870 COMMONS

(Street)

(First)

DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

AURORA, IL 60504

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if any

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

SEC 1474

(9-02)

Code Amount Reported Transaction(s)

(Instr. 3 and 4)

Common Stock

11/30/2011

 $F^{(1)}$ 724

D 41.57

Price

(A)

or

(D)

52,043.065

D

(Instr. 4)

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	2.	3. Transaction Date	3A. Deemed	4. 5. 6. Date Exercisable and		7. Titl	e and	8. Price of	٥		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivativ		Se		Securities		(Instr. 5)]	
	Derivative		•		Securities Acquired			(Instr.	3 and 4)		(
	Security							`]
	J		(A) or]	
					Disposed						-
					of (D)						(
					(Instr. 3, 4, and 5)						
					.,						
									Amount		
							Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JOHNSON WILLIAM S C/O CABOT MICROELECTRONICS CORPORATION 870 COMMONS DRIVE AURORA, IL 60504

Vice President, CFO

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ H. Carol Bernstein (Power of Attorney) 12/01/2011

**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) Withheld to cover for tax purposes as per terms of Equity Incentive Plan.

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.

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