

Polezoes Lisa A
 Form 4
 December 13, 2012

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 *
 Polezoes Lisa A

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Human Resources

(Last) (First) (Middle)
 C/O CABOT MICROELECTRONICS CORPORATION, 870 COMMONS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2012

(Street)
 AURORA, IL 60504

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 12/13/2012 | | S | | 1,013 | D | \$ 33.9575 |
| Common Stock | 12/13/2012 | | M | | 2,959 | A | \$ 16 |
| Common Stock | 12/13/2012 | | S ⁽¹⁾ | | 2,959 | D | \$ 33.9329 |
| Common Stock | 12/13/2012 | | M | | 2,541 | A | \$ 21.45 |

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Common Stock 12/13/2012 S⁽¹⁾ 2,541 D \$ 33.9329 9,052.54 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 16 | 12/13/2012 | | M | 2,959 | 12/01/2009 ⁽²⁾ 12/01/2018 | Common Stock | 2,959 |
| Stock Options (Right to Buy) | \$ 21.45 | 12/13/2012 | | M | 2,541 | 12/01/2010 ⁽³⁾ 12/01/2019 | Common Stock | 2,541 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Polezoes Lisa A
C/O CABOT MICROELECTRONICS CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

VP, Human Resources

Signatures

/s/ H. Carol Bernstein (Power of Attorney)

12/13/2012

 **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) Sale to cover exercise price of, and taxes related to, exercise and sale of stock options.

(2) With original vesting schedule of 25% quarterly per year beginning on the first anniversary of grant date December 1, 2008.

(3) With original vesting schedule of 25% quarterly per year beginning on the first anniversary of grant date December 1, 2009.

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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