

ECKSTEIN BERNSTEIN H CAROL
 Form 4
 December 12, 2005

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 *
 ECKSTEIN BERNSTEIN H
 CAROL

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)
 Vice President, General Counsel

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2005

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,520.838	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
Stock Options (Right to buy)	\$ 37.78					12/10/2005	12/10/2014	Common Stock	63,000
Stock Options (Right to buy)	\$ 48.91					12/11/2004	12/11/2013	Common Stock	60,000
Stock Options (Right to buy)	\$ 49.08					05/01/2003	05/01/2012	Common Stock	42,000
Stock Options (Right to buy)	\$ 49.25					08/09/2000	08/09/2005	Common Stock	12,500
Stock Options (Right to buy)	\$ 51.37					12/11/2003	12/11/2012	Common Stock	47,500
Stock Options (Right to buy)	\$ 67.07					05/01/2002	05/01/2008	Common Stock	47,000
Stock Options (Right to buy)	\$ 30.51	12/09/2005		A	58,000	12/09/2006 ⁽¹⁾	12/09/2015	Common Stock	58,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

ECKSTEIN BERNSTEIN H CAROL
C/O CABOT MICROELECTRONICS
CORPORATION
870 COMMONS DRIVE
AURORA, IL 60504

Vice President, General
Counsel

Signatures

H. Carol Bernstein -
Eckstein 12/12/2005

__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) 2005 Option Grant Awards Vesting Schedule: 25% on 12/9/06 25% on 12/9/07 25% on 12/9/08 25% on 12/9/09

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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