FLEMING SHANE D

Form 4/A February 04, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person FLEMING SHANE D	2. Issuer Name and Ticker or Trading Symbol CYTEC INDUSTRIES INC/DE/ [CYT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle 5 GARRET MOUNTAIN PLAZ	(Month/Day/Year)	Director 10% OwnerX Officer (give title Other (specify below) President, PS			
(Street) WEST PATERSON, NJ 07424	4. If Amendment, Date Original Filed(Month/Day/Year) 01/19/2005	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	01/19/2005	01/19/2005	A	6,000	A	(1)	16,928	D		
Common Stock	01/19/2005	01/19/2005	D	3,667	D	<u>(2)</u>	13,261	D		
Common Stock							4,145	I (3)	Savings Plan	
Common Stock							199	I (3)	Supplemental Savings Plan	

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)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Deferred Stock Award	<u>(2)</u>	01/19/2005	01/19/2005	A	3,697.822	(2)	<u>(2)</u>	Common Stock	3,697.
Option Right to Buy	\$ 47.59	01/19/2005	01/19/2005	A	15,000	<u>(4)</u>	01/18/2015	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLEMING SHANE D 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424

President, PS

Signatures

Shane D. 02/04/2005 Fleming

**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).
- Grant of performance stock (i.e. shares of Common Stock, restrictions on which lapse if performance goals are attained) under 1993

 (1) Stock Award and Incentive Plan. Price consists of continued performance of employment relationship. In certain circumstances, performance stock may be forfeited and a deferred stock award (a derivative security) may be issued in lieu of the earned portion thereof.
- Pursuant to Cytec's 1993 Stock Award and Incentive Plan, Common Stock represented by a previously granted performance stock award for which performance goals were satisfied was forfeited and replaced by a deferred stock award including deferred dividend equivalents.

 Deferred stock awards are paid for no additional consideration in the form of equivalent numbers of shares of Common Stock following termination of employment with the Company.

(3)

Reporting Owners 2

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Excludes shares held in Employees' Savings Plan or Supplemental Plan which are eligible for deferred reporting on Form 5, as per note to instruction 4(a)(i).

(4) Exercisable in one-third installments on each of first three anniversaries of date of grant.

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.