#### CYTEC INDUSTRIES INC/DE/

Form 4

September 25, 2006

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of LILLEY DAVID	of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol CYTEC INDUSTRIES INC/DE/ [CYT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (Fi	rst) (Middle) NTAIN PLAZA	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2006	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO		
(Sti	reet)	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		
WEST PATERSO	N, NJ 07424		Form filed by More than One Reporting Person		

(City)	(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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 Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/22/2006		$\begin{array}{cc} \text{Code} & V \\ M\underline{^{(1)}} & \end{array}$	Amount 5,000		Price \$ 40.25	(Instr. 3 and 4) 42,072	D	
Common Stock	09/22/2006		S <u>(1)</u>	400	D	\$ 54.61	41,672	D	
Common Stock	09/22/2006		S <u>(1)</u>	200	D	\$ 54.62	41,472	D	
Common Stock	09/22/2006		S <u>(1)</u>	1,100	D	\$ 54.7	40,372	D	
Common Stock	09/22/2006		S <u>(1)</u>	200	D	\$ 54.71	40,172	D	

### Edgar Filing: CYTEC INDUSTRIES INC/DE/ - Form 4

Common Stock	09/22/2006	S(1)	600	D	\$ 54.91	39,572	D	
Common Stock	09/22/2006	S <u>(1)</u>	2,300	D	\$ 55	37,272	D	
Common Stock	09/22/2006	S(1)	200	D	\$ 55.01	37,072	D	
Common Stock	09/25/2006	M(1)	5,000	A	\$ 40.25	42,072	D	
Common Stock	09/25/2006	S(1)	1,500	D	\$ 55	40,572	D	
Common Stock	09/25/2006	S(1)	400	D	\$ 55.01	40,172	D	
Common Stock	09/25/2006	S(1)	900	D	\$ 55.1	39,272	D	
Common Stock	09/25/2006	S(1)	300	D	\$ 55.11	38,972	D	
Common Stock	09/25/2006	S(1)	300	D	\$ 55.15	38,672	D	
Common Stock	09/25/2006	S(1)	100	D	\$ 55.16	38,572	D	
Common Stock	09/25/2006	S(1)	1,500	D	\$ 55.2	37,072	D	
Common Stock						6,206	I (2) (3)	savings plan

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.

SEC 1474 (9-02)

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. Num	ber	6. Date Exercis	sable and	7. Title and A	amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctio	mf Deriv	vative	<b>Expiration Dat</b>	e	Underlying S	ecurities
Security	or Exercise		any	Code		Securiti	ies	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Acquire	ed				
	Derivative					(A) or					
	Security					Dispose	ed of				
						(D)					
						(Instr. 3	3, 4,				
						and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Option Right to buy	\$ 40.25	09/22/2006	M <u>(1)</u>	5,000	01/07/1998	01/06/2007	Common Stock	5,000
Option Right to buy	\$ 40.25	09/25/2006	M <u>(1)</u>	5,000	01/07/1998	01/06/2007	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
LILLEY DAVID 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	X		Chairman, President and CEO				

## **Signatures**

James M. Young on behalf of David
Lilley 09/25/2006

\*\*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) This option was exercised, and the shares of common stock received upon exercise were sold pursuant to a Rule 10b5-1 trading plan that was adopted in August 2006.
- (2) 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).
- (3) 203 shares beneficial ownership disclaimed; owned as custodian for daughter

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.

Reporting Owners 3