

CABOT MICROELECTRONICS CORP
 Form 4/A
 October 14, 2004

FORM 4

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

OMB APPROVAL

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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 *
 FRAZEE JOHN P JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/06/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CABOT MICROELECTRONICS CORPORATION, 870 COMMONS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/07/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AURORA, IL 60504

(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)
Common Stock				(A) or (D) Price	2,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to buy)	\$ 20					04/04/2001	04/04/2005	Common Stock	20
Stock Options (Right to buy)	\$ 38.34					03/11/2004	03/11/2013	Common Stock	7
Stock Options (Right to buy)	\$ 42.44					03/09/2005	03/09/2014	Common Stock	10
Stock Options (Right to buy)	\$ 46.875					03/13/2002	03/13/2008	Common Stock	7
Stock Options (Right to buy)	\$ 65.73					03/12/2003	03/12/2012	Common Stock	7
Phantom Stock	\$ 27.45					07/21/2004	07/21/2004	Common Stock	36
Phantom Stock	\$ 28.05					06/14/2004	06/14/2004	Common Stock	106
Phantom Stock	\$ 34.3					09/28/2004	09/28/2004	Common Stock	116
Phantom Stock	\$ 34.39					08/23/2004	08/23/2004	Common Stock	29
Phantom Stock	\$ 36.5	10/06/2004		J ⁽¹⁾	27.3973	10/06/2004 ⁽²⁾	10/06/2004	Common Stock	27
Phantom Stock	\$ 42.44					03/09/2004	03/09/2004	Common Stock	541
Phantom Stock	\$ 50.1					12/08/2003	12/08/2003	Common Stock	79

