

FLEMING SHANE D
Form 3
January 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FLEMING SHANE D</p> <p>(Last) (First) (Middle)</p> <p>5 GARRET MOUNTAIN PLAZA</p> <p>(Street)</p> <p>WEST PATERSON,Â NJÂ 07424</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/14/2004</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CYTEC INDUSTRIES INC/DE/ [CYT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, PS</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,928 | D ⁽¹⁾ | Â |
| Common Stock | 4,138 | I | Savings Plan |
| Common Stock | 117 | I | Supplemental Savings Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|------------------------------------|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Option Right to Buy ⁽²⁾ | 02/15/1997 | 02/14/2006 | Common Stock | 825 | \$ 25.0833 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/27/1998 | 01/26/2007 | Common Stock | 700 | \$ 40.125 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/26/1999 | 01/25/2008 | Common Stock | 1,500 | \$ 47.9375 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/25/2000 | 01/24/2009 | Common Stock | 3,250 | \$ 20.4375 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/24/2001 | 01/23/2010 | Common Stock | 3,250 | \$ 24.4375 | D | Â |
| Option Right to Buy ⁽²⁾ | 08/01/2001 | 07/31/2010 | Common Stock | 3,000 | \$ 31.25 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/22/2002 | 01/21/2011 | Common Stock | 12,000 | \$ 33.63 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/21/2003 | 01/20/2012 | Common Stock | 16,000 | \$ 24 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/20/2004 | 01/19/2013 | Common Stock | 16,000 | \$ 26.7 | D | Â |
| Option Right to Buy ⁽²⁾ | 05/01/2004 | 04/30/2013 | Common Stock | 4,000 | \$ 32.01 | D | Â |
| Option Right to Buy ⁽²⁾ | 01/21/2005 | 01/20/2014 | Common Stock | 25,000 | \$ 37.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| FLEMING SHANE D 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424 | Â | Â | Â | President, PS Â |

Signatures

Roy Smith on behalf of Shane D.
Fleming

01/20/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 in the event that performance goals are attained) under Cytec's 1993 Stock Award and Incentive Plan. Price consists of continued performance of employment relationship. Under 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.
- (1)
 - (2) 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.

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