

CABOT MICROELECTRONICS CORP
 Form 4
 December 03, 2015

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 *
 Hui Richard

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)
 VP, Global Sales

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2015

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2015		M ⁽¹⁾		230	A	\$ 27.94
Common Stock	12/01/2015		D		230	D	\$ 42.44
Common Stock	12/01/2015		M ⁽²⁾		77	A	\$ 0 77
Common Stock	12/01/2015		D		77	D	\$ 42.44

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

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(9-02)

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)	8. Amount or Number of Shares
Phantom Stock	\$ 27.94	12/01/2015		M ⁽¹⁾	230	12/01/2012 12/01/2015	Common Stock	230
Phantom Stock	\$ 0	12/01/2015		M ⁽²⁾	77	12/01/2013 12/01/2016	Common Stock	77

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Hui Richard
C/O CABOT MICROELECTRONICS CORPORATION
870 N. COMMONS DRIVE
AURORA, IL 60504

VP, Global Sales

Signatures

/s/ H. Carol Bernstein (Power of Attorney) 12/03/2015

**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) All Restricted Covered Appreciation Rights entitle the holder to earn cash payments equal to the sum of: (1) number of Covered Company Shares (per Vesting Date) multiplied by the difference between the trading price of one share of common stock ("Stock") of Cabot Microelectronics Corporation (the "Company") and the applicable conversion price. The original vesting

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schedule for these Covered Company Shares is 25% quarterly per year beginning on the first anniversary of grant date 12/01/2011. As soon as reasonably practicable following the applicable Vesting Date, the holder receives a cash payment equal to the sum of: (a) the number of vested Covered Company Shares multiplied by (b) the difference (if any) between (i) the closing price of one share of the Company Stock as reflected on the National Association of Securities Dealers Automated Quotations ("NASDAQ") national stock exchange on the applicable Vesting Date (or if the NASDAQ national stock exchange is closed on the applicable Vesting Date, the first subsequent trading day), and (ii) the application conversion price. Each share of phantom stock was the economic equivalent of one share of Company Stock: they are only able to be cash settled. The reporting person is filing this report on Form 4 for disclosure purposes only. The original vesting schedule for these Covered Company Shares was 25% quarterly per year beginning on the first anniversary of grant date 12/01/2011.

- (2) All Restricted Covered Units entitle the holder to earn cash payments equal to the number of Restricted Covered Units (per Vesting Date) multiplied by the trading price of one share of Stock of the Company. The original vesting schedule for these Restricted Covered Units was 25% quarterly per year beginning on the first anniversary of grant date 12/01/2011. As soon as reasonably practicable following the applicable Vesting Date, the holder receives a cash payment equal to the number of vested Restricted Covered Units multiplied by the closing price of one share of the Company's Stock as reflected on the NASDAQ on the applicable Vesting Date (or if the NASDAQ national stock exchange is closed on the applicable Vesting Date, the first subsequent trading day). Each share of phantom stock was the economic equivalent of one share of Company Stock: they are only able to be cash settled. The original vesting schedule for these Restricted Covered Units was 25% per year beginning on the first anniversary of grant date 12/1/2011. The reporting person is filing this report on Form 4 for disclosure purposes only.

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.