

CABOT MICROELECTRONICS CORP

Form 4

December 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Woodland Daniel D.

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)
12/05/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Marketing

C/O CABOT
MICROELECTRONICS
CORPORATION, 870 N.
COMMONS DRIVE

(Street)

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
____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2016		M		1,107	A	\$ 32.64
Common Stock	12/05/2016		S ⁽¹⁾		1,107	D	\$ 59.7307
Common Stock	12/05/2016		M		1,403	A	\$ 44.1
Common Stock	12/05/2016		S ⁽¹⁾		1,403	D	\$ 59.7307

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Common Stock	12/05/2016	M	1,055	A	\$ 46.45	11,480.813	D
Common Stock	12/05/2016	S ⁽¹⁾	1,055	D	\$ 59.7307	10,425.813	D
Common Stock	12/05/2016	M	3,925	A	\$ 42.37	14,350.813	D
Common Stock	12/05/2016	S ⁽¹⁾	3,925	D	\$ 59.7307	10,425.813	D
Common Stock	12/05/2016	S	709	D	\$ 59.9642	9,716.813	D
Common Stock	12/05/2016	S	201.383	D	\$ 59.85	9,515.43	D
Common Stock	12/05/2016	A	8,900 ⁽²⁾	A	\$ 0	18,415.43	D
Common Stock	12/05/2016	F ⁽³⁾	115	D	\$ 60.27	18,300.43	D
Common Stock	12/05/2016	F ⁽³⁾	162	D	\$ 60.27	18,138.43	D
Common Stock	12/05/2016	F ⁽³⁾	122	D	\$ 60.27	18,016.43	D
Common Stock	12/05/2016	F ⁽³⁾	467	D	\$ 60.27	17,549.43	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to Buy)	\$ 32.64	12/05/2016		M	1,107	12/03/2013 ⁽⁴⁾ 12/03/2022	Common Stock

Stock Options (Right to Buy)	\$ 44.1	12/05/2016	M	1,403	12/03/2014 ⁽⁵⁾	12/03/2023	Common Stock	1,
Stock Options (Right to Buy)	\$ 46.45	12/05/2016	M	1,055	12/03/2015 ⁽⁶⁾	12/03/2024	Common Stock	1,
Stock Options (Right to Buy)	\$ 42.37	12/05/2016	M	3,925	12/03/2016 ⁽⁷⁾	12/03/2025	Common Stock	3,
Stock Options (Right to Buy)	\$ 60.27	12/05/2016	A	15,800	12/05/2017 ⁽⁸⁾	12/05/2026	Common Stock	15,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodland Daniel D. C/O CABOT MICROELECTRONICS CORPORATION 870 N. COMMONS DRIVE AURORA, IL 60504			VP, Marketing	

Signatures

/s/ H. Carol Bernstein (Power of Attorney) 12/06/2016

__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) Sale to cover exercise price of cashless exercise of stock options.
- (2) 2016 (FY17) Restricted Stock Unit Award Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.
- (3) Withheld to cover for tax purposes as per terms of Omnibus Incentive Plan.
- (4) 2012 (FY13) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2013, 25% 12/1/2014, 25% 12/1/2015, 25% 12/1/2016.
- (5) 2013 (FY14) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2014, 25% 12/1/2015, 25% 12/1/2016, 25% 12/1/2017.
- (6) 2014 (FY15) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2015, 25% 12/1/2016, 25% 12/1/2017, 25% 12/1/2018.
- (7) 2015 (FY16) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/03/2016, 25% 12/03/2017, 25% 12/03/2018, 25% 12/03/2019.
- (8) 2016 (FY17) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/05/2017, 25% 12/05/2018, 25% 12/05/2019, 25% 12/05/2020.

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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