

CABOT MICROELECTRONICS CORP
 Form 4
 December 06, 2016

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 *
 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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify 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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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 | Am or Nur of S | |
| Stock Options (Right to Buy) | \$ 32.64 | 12/05/2016 | | M | | 1,107 | 12/03/2013 ⁽⁴⁾ | 12/03/2022 | Common Stock | 1, |

| | | | | | | | | |
|------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|----|
| 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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