

Li David H  
 Form 4  
 December 03, 2010

**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 \*  
 Li David H

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)  
 12/02/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Asia Pacific Region

C/O CABOT MICROELECTRONICS CORPORATION, 870 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/02/2010                           |  | M                              |   | 5,483   | A  | \$ 30.51  |
| Common Stock                    | 12/02/2010                           |  | S                              |   | 5,483   | D  | \$ 41.2524  |
| Common Stock                    | 12/02/2010                           |  | M                              |   | 3,250   | A  | \$ 31.57  |
| Common Stock                    | 12/02/2010                           |  | S                              |   | 3,250   | D  | \$ 41.2524  |

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|              |            |   |        |   |            |             |   |
|--------------|------------|---|--------|---|------------|-------------|---|
| Common Stock | 12/02/2010 | M | 11,300 | A | \$ 23.21   | 27,748.0141 | D |
| Common Stock | 12/02/2010 | S | 11,300 | D | \$ 41.2524 | 16,448.0141 | D |
| Common Stock | 12/02/2010 | M | 4,650  | A | \$ 31.11   | 21,098.0141 | D |
| Common Stock | 12/02/2010 | S | 4,650  | D | \$ 41.2524 | 16,448.0141 | 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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 30.51   | 12/02/2010                           |  | M                              | 5,483   | 12/09/2006 <sup>(1)</sup>                                | 12/09/2015  | Common Stock | 5,483                      |
| Stock Options (Right to Buy)               | \$ 31.57   | 12/02/2010                           |  | M                              | 3,250   | 12/01/2007 <sup>(2)</sup>                                | 12/01/2016  | Common Stock | 3,250                      |
| Stock Options (Right to Buy)               | \$ 23.21   | 12/02/2010                           |  | M                              | 11,300  | 12/01/2009 <sup>(3)</sup>                                | 12/01/2018  | Common Stock | 11,300                     |
| Stock Options (Right to Buy)               | \$ 31.11   | 12/02/2010                           |  | M                              | 4,650   | 12/01/2010 <sup>(4)</sup>                                | 12/01/2019  | Common Stock | 4,650                      |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Li David H<br>C/O CABOT MICROELECTRONICS CORPORATION<br>870 COMMONS DRIVE<br>AURORA, IL 60504 |               |           | VP, Asia Pacific Region |       |

## Signatures

/s/ H. Carol Bernstein (Power of Attorney) 12/03/2010

\_\_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) Vesting Schedule: 25% 12/9/2006, 25% 12/9/2007, 25% 12/9/2008, 25% 12/9/2009
- (2) Vesting Schedule: 25% 12/1/2007, 25% 12/1/2008, 25% 12/1/2009, 25% 12/1/2010
- (3) 2008 Stock Option Grant Award Vesting Schedule: 25% 12/1/2009, 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012
- (4) 2009 (FY10) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/1/2010, 25% 12/1/2011, 25% 12/1/2012, 25% 12/1/2013

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