CYTEC INDUSTRIES INC/DE/

Form 4 May 04, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

P.O. BOX 1580

(Print or Type Responses)

1. Name and Address of Reporting Person * FERNANDES ANTHONY G

(First)

2. Issuer Name and Ticker or Trading Symbol

CYTEC INDUSTRIES INC/DE/

[CYT]

3. Date of Earliest Transaction (Middle)

(Month/Day/Year)

05/02/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

BRECKENRIDGE, CO 80424

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if Code (Instr. 8) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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

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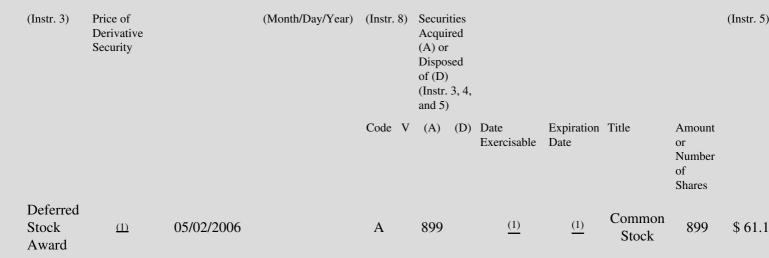
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number 6. Date Exercisable and **Expiration Date** Transactionof Derivative (Month/Day/Year) Code

7. Title and Amount of 8. Price **Underlying Securities** Derivativ (Instr. 3 and 4) Security

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDES ANTHONY G P.O. BOX 1580 BRECKENRIDGE, CO 80424	X			

Signatures

James Young on behalf of Anthony G.
Fernandes

**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).

On 5/2/06, Mr. Fernandes became entitled to receive an award of 899 shares of Restricted Stock (i.e. shares of Common Stock, restrictions which lapse upon the stock becoming non-forfeitable) as part of his annual retainer for serving on the Board. The Restricted Stock becomes non-forfeitable on the 3rd anniv. of the grant of the award, or immed. upon a Change-in-Control (as defined in 1993 Stock Award and Incentive Plan). If his service terminates prior to the award becoming non-forfeitable (except in certain circumstances set forth in the award letter), the award reverts back to Cytec. In accord. with the Plan, Mr. Fernandes elected to receive a Deferred Stock award (a deriv. security) of 899 shares in lieu of the Restricted Stock award. The Deferred Stock award will be subj. to the same forfeiture provisions as the Restricted Stock award. Deferred Stock awards are paid for no additional consideration in the form of equivalent number of shares of Common Stock following sep. of service

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.

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