

CABOT MICROELECTRONICS CORP
 Form 4
 December 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

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

(Street)

AURORA, IL 60504

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CABOT MICROELECTRONICS
 CORP [CCMP]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Global Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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.