

ECKSTEIN BERNSTEIN H CAROL  
 Form 4/A  
 March 23, 2012

**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 \*  
 ECKSTEIN BERNSTEIN H  
 CAROL

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)  
 C/O CABOT  
 MICROELECTRONICS  
 CORPORATION, 870 COMMONS  
 DRIVE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/13/2012

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP, Sec & General Counsel

(Street)  
 AURORA, IL 60504

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/13/2012

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

| 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
|                                 |                                      |  |                                | Code  | V   |  | Price                             |

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)**



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As a result of a leveraged recapitalization of the Company via a special cash dividend (the "Dividend") of \$15.00 per share declared on February 13, 2012 with a record date of February 23, 2012, a payable date of March 1, 2012 and an ex-dividend date of March 2, 2012, the option award was proportionally adjusted on March 2, 2012 to preserve its value in connection with the Dividend, as required by Section 8.6 of the EIP and approved by the Compensation Committee of the Board of Directors of the Company. The number of stock

(5) options subject to each outstanding award was increased proportionately to preserve its value as a result of the Dividend. The number of stock options was increased by a factor of 1.45068 rounded down to the nearest whole option, which is a ratio of the Official Nasdaq Closing Price of \$51.92 on March 1, 2012, the day immediately before the ex-dividend date, to the Official Nasdaq Opening Price of \$35.79 on March 2, 2012, the ex-dividend date. The mandatory adjustments in connection with the Dividend were exempt from Section 16(b).

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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