

OBERNDORF FAMILY PARTNERS  
Form 4  
December 22, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SPO ADVISORY CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
591 REDWOOD HIGHWAY,  
SUITE 3215

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2005

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(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  
\_X\_ Form filed by More than One Reporting Person

MILL VALLEY, CA 94941

(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)
				(A) or (D) Code V Amount Price			
Common Stock	12/20/2005		P	600 A \$ 35.32	600	I (1) (2)	See footnotes
Common Stock	12/20/2005		P	100 A \$ 35.34	700	I (1) (2)	See footnotes
Common Stock	12/20/2005		P	1,000 A \$ 35.35	1,700	I (1) (2)	See footnotes
Common Stock	12/20/2005		P	1,400 A \$ 35.36	3,100	I (1) (2)	See footnotes
Common Stock	12/20/2005		P	3,000 A \$ 35.37	6,100	I (1) (2)	See footnotes

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Common Stock	12/20/2005	P	200	A	\$ 35.38	6,300	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	500	A	\$ 35.39	6,800	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	3,900	A	\$ 35.4	10,700	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	14,400	A	\$ 35.41	25,100	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	300	A	\$ 35.42	25,400	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	6,100	A	\$ 35.45	31,500	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	3,600	A	\$ 35.46	35,100	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	1,500	A	\$ 35.47	36,600	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	4,600	A	\$ 35.48	41,200	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	8,300	A	\$ 35.49	49,500	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/20/2005	P	50,500	A	\$ 35.5	100,000	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	200	A	\$ 35.47	100,200	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	50	A	\$ 35.48	100,250	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	150	A	\$ 35.49	100,400	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	42,650	A	\$ 35.5	143,050	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	200	A	\$ 35.47	143,250	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	50	A	\$ 35.48	143,300	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	150	A	\$ 35.49	143,450	I <u>(1)</u> <u>(2)</u>	See footnotes
Common Stock	12/21/2005	P	42,650	A	\$ 35.5	186,100	I <u>(1)</u> <u>(2)</u>	See footnotes

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

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SEC 1474  
(9-02)



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- 7,648,600 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("SPO Partners"), and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. 309,400 shares of the issuer's common stock are owned directly by San Francisco Partners II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.
- (1) Additionally, (i) 143,050 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by WEO solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/15/98 ("Oberndorf Trust"), and (ii) 43,050 shares may be deemed to be indirectly beneficially owned by WEO solely in his capacity as trustee for the Oberndorf Trust, the sole general partner of Oberndorf Family Partners, a family partnership.
- (2)

### Remarks:

The persons listed in Note (1) above ( each a "Reporting Person" ) may be deemed to form a "group", as such term is defined i

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