

ECKSTEIN BERNSTEIN H CAROL  
 Form 4/A  
 May 19, 2011

**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)  
 05/03/2011

\_\_\_\_ 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)  
 05/04/2011

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                            |
| Common Stock                    | 05/03/2011                           |                                                    | M                              | 20,000 A \$ 37.78                                                 | 49,926.992                                                                                    | D                                                        |                                            |
| Common Stock                    | 05/03/2011                           |                                                    | S <sup>(1)</sup>               | 20,000 D \$ 48.5503                                               | 29,926.992                                                                                    | D                                                        |                                            |

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 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Options (Right to Buy)               | \$ 37.78                                               | 05/03/2011                           |                                                    | M                              | 20,000                                                                                  | 12/10/2005 <sup>(2)</sup> 12/10/2014                     | Common Stock                                                  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |                           |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer                   | Other |
| ECKSTEIN BERNSTEIN H CAROL<br>C/O CABOT MICROELECTRONICS CORPORATION<br>870 COMMONS DRIVE<br>AURORA, IL 60504 |               |           | VP, Sec & General Counsel |       |

## Signatures

/s/ H. Carol Bernstein 05/19/2011

\*\*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) This amended Form 4 is filed to correct the code to "S" (sale), previously reported incorrectly as "F".

(2) Vesting Schedule: 25% 12/10/05, 25% 12/10/06, 25% 12/10/07, 25% 12/10/08

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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