

AVRIN WILLIAM N
Form 4
January 21, 2005

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 *
AVRIN WILLIAM N

2. Issuer Name and Ticker or Trading Symbol
CYTEC INDUSTRIES INC/DE/[CYT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5 GARRET MOUNTAIN PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Corp and Bus Development

WEST PATERSON, NJ 07424

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/19/2005	01/19/2005	A	2,858 A (1)	34,047	D	
Common Stock	01/19/2005	01/19/2005	D	2,080 D (2)	31,967	D	
Common Stock					9,809	I (3)	savings plan

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

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number.

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
Option Right to buy	\$ 47.59	01/19/2005	01/19/2005	A	20,000	<u>(4)</u> 01/18/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVRIN WILLIAM N 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424			VP, Corp and Bus Development	

Signatures

William N. Avrin
Date: 01/21/2005
**Signature of Reporting Person

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) Grant of performance stock (i.e. shares of Common Stock, restrictions on which lapse if performance goals are attained) under 1993 Stock Award and Incentive Plan. Price consists of continued performance of employment relationship. In certain circumstances, performance stock may be forfeited and a deferred stock award (a derivative security) may be issued in lieu of the earned portion thereof.
- (2) Pursuant to Cytec's 1993 Stock Award and Incentive Plan, a portion of the Common Stock represented by a previously granted performance stock award for which performance goals were satisfied was forfeited to satisfy a tax withholding obligation with respect to such award.
- (3) Excludes shares held in Employees' Savings Plan which are eligible for deferred reporting on Form 5, as per note to instruction 4 (a)(i).
- (4) Exercisable in one-third installments on each of first three anniversaries of date of grant.

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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