

CABOT CORP
Form 4
February 08, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERUBE BRIAN A

(Last) (First) (Middle)

**C/O CABOT
CORPORATION, TWO SEAPORT
LANE, SUITE 1300**

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CABOT CORP [CBT]

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

02/06/2017

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) _____

SVP, General Counsel

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	02/06/2017		M		19,662	A	\$ 35.25	66,735	D	
Common Stock	02/06/2017		S		19,662	D	\$ 57.57 (1)	47,073	D	
Common Stock	02/06/2017		M		19,553	A	\$ 32.95	66,626	D	
Common Stock	02/06/2017		S		19,553	D	\$ 57.55 (2)	47,073	D	

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Common Stock	8,400.04 ⁽³⁾ I	Through the Trustee for the Corporation's 401(k) plan
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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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.25	02/06/2017		M		19,662		<u>(4)</u>	11/08/2022	Common Stock	19,662
Employee Stock Option (Right to Buy)	\$ 32.95	02/06/2017		M		19,553		<u>(5)</u>	11/10/2021	Common Stock	19,553

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERUBE BRIAN A C/O CABOT CORPORATION TWO SEAPORT LANE, SUITE 1300 BOSTON, MA 02210	SVP, General Counsel

Signatures

By: Kristine L. Ouimet, pursuant to a power of attorney from Brian A. Berube

02/08/2017

__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) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.30 to \$58.095, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(2) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.33 to \$57.810, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(3) Reflects retirement plan contributions by the Corporation, including contributions that have occurred since the date of the reporting person's last ownership report.

(4) 19,662 shares were subject to the option. The option vested over a three year period as follows: 30% on November 9, 2013, 30% on November 9, 2014 and 40% on November 9, 2015.

(5) 19,553 shares were subject to the option. The option vested over a three year period as follows: 30% on November 11, 2012, 30% on November 11, 2013 and 40% on November 11, 2014.

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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