CYTEC INDUSTRIES INC/DE/
Form 4
September 07, 2006

FORM 4

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

OMB APPROVAL
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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 *
LILLEY DAVID

(Last) (First) (Middle)

5 GARRET MOUNTAIN PLAZA

(Street)

WEST PATERSON, NJ 07424

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	09/06/2006		M(1)		5,000	A	$ 40.25	42,072	D	
Common Stock	09/06/2006		S(1)		500	D	$ 53	41,572	D	
Common Stock	09/06/2006		S(1)		1,500	D	$ 53.05	40,072	D	
Common Stock	09/06/2006		S(1)		500	D	$ 53.1	39,572	D	
Common Stock	09/06/2006		S(1)		100	D	$ 53.22	39,472	D	

Common Stock	09/06/2006	S[1]	100	D	$ 53.25	39,372	D	
Common Stock	09/06/2006	S[1]	800	D	$ 53.27	38,572	D	
Common Stock	09/06/2006	S[1]	100	D	$ 53.28	38,472	D	
Common Stock	09/06/2006	S[1]	300	D	$ 53.33	38,172	D	
Common Stock	09/06/2006	S[1]	100	D	$ 53.34	38,072	D	
Common Stock	09/06/2006	S[1]	700	D	$ 53.35	37,372	D	
Common Stock	09/06/2006	S[1]	100	D	$ 53.36	37,272	D	
Common Stock	09/06/2006	S[1]	100	D	$ 53.45	37,172	D	
Common Stock	09/06/2006	S[1]	100	D	$ 53.49	37,072	D	
Common Stock	09/07/2006	M[1]	5,000	A	$ 40.25	42,072	D	
Common Stock	09/07/2006	S[1]	500	D	$ 51.48	41,572	D	
Common Stock	09/07/2006	S[1]	200	D	$ 51.49	41,372	D	
Common Stock	09/07/2006	S[1]	1,600	D	$ 51.5	39,772	D	
Common Stock	09/07/2006	S[1]	1,400	D	$ 51.51	38,372	D	
Common Stock	09/07/2006	S[1]	600	D	$ 51.52	37,772	D	
Common Stock	09/07/2006	S[1]	100	D	$ 51.56	37,672	D	
Common Stock	09/07/2006	S[1]	100	D	$ 51.6	37,572	D	
Common Stock	09/07/2006	S[1]	100	D	$ 51.65	37,472	D	
Common Stock	09/07/2006	S[1]	400	D	$ 51.74	37,072	D	
Common Stock						6,206	I [2] [3]	savings plan

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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option Right to buy	$ 40.25	09/06/2006		M[(1)]			5,000	01/07/1998	01/06/2007	Common Stock	5,000	
Option Right to buy	$ 40.25	09/07/2006		M[(1)]			5,000	01/07/1998	01/06/2007	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLEY DAVID 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	X		Chairman, President and CEO	

Signatures

Roy Smith on behalf of David Lilley	09/07/2006
**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 option was exercised, and the shares of common stock received upon exercise were sold pursuant to a Rule 10b5-1 trading plan that was adopted in August 2006.

(2)

Excludes shares held in Employees' Savings Plan or Supplemental Plan which are eligible for deferred reporting on Form 5, as per note to instruction 4(a)(i).

(3) 203 shares beneficial ownership disclaimed; owned as custodian for daughter

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