SCULLY JOHN H

Form 4

October 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SPO ADVISORY CORP

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle)

(Zin)

CABOT CORP [CBT]

(Check all applicable)

(First)

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

Director Officer (give title _X__ 10% Owner _ Other (specify

591 REDWOOD HIGHWAY,

SUITE 3215

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

10/21/2005

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Person

MILL VALLEY, CA 94941

(City)	(State) (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)	Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (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)		
Common Stock	10/21/2005		Code V P	Amount 100	(D)	Price \$ 31.49	6,520,600	D (1)		
Common Stock	10/21/2005		P	100	A	\$ 31.52	6,520,700	D (1)		
Common Stock	10/21/2005		P	200	A	\$ 31.53	6,520,900	D (1)		
Common Stock	10/21/2005		P	1,600	A	\$ 31.54	6,522,500	D (1)		
Common Stock	10/21/2005		P	1,600	A	\$ 31.55	6,524,100	D (1)		

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Common					¢		
Common Stock	10/21/2005	P	600	A	\$ 31.56	6,524,700	D (1)
Common Stock	10/21/2005	P	800	A	\$ 31.57	6,525,500	D (1)
Common Stock	10/21/2005	P	1,400	A	\$ 31.58	6,526,900	D (1)
Common Stock	10/21/2005	P	3,200	A	\$ 31.59	6,530,100	D (1)
Common Stock	10/21/2005	P	2,200	A	\$ 31.6	6,532,300	D (1)
Common Stock	10/21/2005	P	1,800	A	\$ 31.61	6,534,100	D (1)
Common Stock	10/21/2005	P	1,500	A	\$ 31.62	6,535,600	D (1)
Common Stock	10/21/2005	P	1,300	A	\$ 31.63	6,536,900	D (1)
Common Stock	10/21/2005	P	1,200	A	\$ 31.64	6,538,100	D (1)
Common Stock	10/21/2005	P	1,400	A	\$ 31.65	6,539,500	D (1)
Common Stock	10/21/2005	P	1,700	A	\$ 31.66	6,541,200	D (1)
Common Stock	10/21/2005	P	900	A	\$ 31.67	6,542,100	D (1)
Common Stock	10/21/2005	P	3,400	A	\$ 31.68	6,545,500	D (1)
Common Stock	10/21/2005	P	1,200	A	\$ 31.69	6,546,700	D (1)
Common Stock	10/21/2005	P	2,100	A	\$ 31.7	6,548,800	D (1)
Common Stock	10/21/2005	P	1,400	A	\$ 31.71	6,550,200	D (1)
Common Stock	10/21/2005	P	2,100	A	\$ 31.72	6,552,300	D (1)
Common Stock	10/21/2005	P	3,200	A	\$ 31.73	6,555,500	D (1)
Common Stock	10/21/2005	P	1,600	A	\$ 31.74	6,557,100	D (1)
Common Stock	10/21/2005	P	2,100	A	\$ 31.75	6,559,200	D (1)
	10/21/2005	P	800	A	ϵ	6,560,000	D (1)

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Common Stock					\$ 31.76		
Common Stock	10/21/2005	P	1,300	A	\$ 31.77	6,561,300	D (1)
Common Stock	10/21/2005	P	100	A	\$ 31.78	6,561,400	D (1)
Common Stock	10/21/2005	P	1,100	A	\$ 31.79	6,562,500	D (1)
Common Stock	10/21/2005	P	100	A	\$ 31.8	6,562,600	D (1)

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X				
SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X				
		X				

Reporting Owners 3

SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941

SF ADVISORY PARTNERS LP

591 REDWOOD HIGHWAY , SUITE 3215 X

MILL VALLEY, CA 94941

SAN FRANCISCO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 X MILL VALLEY, CA 94941

SCULLY JOHN H

591 REDWOOD HIGHWAY, SUITE 3215 X

MILL VALLEY, CA 94941

PATTERSON WILLIAM J
501 PEDWOOD HIGHWAY SUITE 3215

591 REDWOOD HIGHWAY, SUITE 3215 X MILL VALLEY, CA 94941

OBERNDORF WILLIAM E

591 REDWOOD HIGHWAY, SUITE 3215 X

MILL VALLEY, CA 94941

Signatures

William E. Oberndorf 10/25/2005

**Signature of Date
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).
 - 6,253,200 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
- (1) ("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, 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.

Remarks:

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

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