

CABOT CORP
Form 4
July 25, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SPO ADVISORY CORP

(Last) (First) (Middle)

591 REDWOOD HIGHWAY,
SUITE 3215

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CABOT CORP [CBT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/21/2006		P	4,375 A \$ 31.47	9,283,325	I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	3,200 A \$ 31.5	9,286,525	I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	1,400 A \$ 31.51	9,287,925	I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	700 A \$ 31.52	9,288,625	I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	400 A \$ 31.53	9,289,025	I (1) (2) (3) (4)	See footnotes

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Common Stock	07/21/2006	P	200	A	\$ 31.54	9,289,225	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	400	A	\$ 31.55	9,289,625	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	500	A	\$ 31.56	9,290,125	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	400	A	\$ 31.58	9,290,525	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	900	A	\$ 31.59	9,291,425	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	17,200	A	\$ 31.6	9,308,625	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	2,300	A	\$ 31.61	9,310,925	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,700	A	\$ 31.62	9,312,625	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	900	A	\$ 31.63	9,313,525	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,000	A	\$ 31.64	9,314,525	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,000	A	\$ 31.65	9,315,525	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,200	A	\$ 31.66	9,316,725	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,600	A	\$ 31.67	9,318,325	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,400	A	\$ 31.68	9,319,725	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	900	A	\$ 31.69	9,320,625	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	6,000	A	\$ 31.7	9,326,625	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	1,325	A	\$ 31.71	9,327,950	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	100	A	\$ 31.72	9,328,050	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	600	A	\$ 31.73	9,328,650	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
Common Stock	07/21/2006	P	400	A	\$ 31.74	9,329,050	<u>I (1) (2) (3)</u> <u>(4)</u>	See footnotes
	07/21/2006	P	3,000	A		9,332,050		

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Common Stock					\$ 31.75			I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	700	A \$ 31.76	9,332,750		I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	600	A \$ 31.77	9,333,350		I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	400	A \$ 31.78	9,333,750		I (1) (2) (3) (4)	See footnotes
Common Stock	07/21/2006		P	800	A \$ 31.79	9,334,550		I (1) (2) (3) (4)	See footnotes

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		

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

SCULLY JOHN H
 591 REDWOOD HIGHWAY, SUITE 3215 X
 MILL VALLEY, CA 94941

OBERNDORF WILLIAM E
 591 REDWOOD HIGHWAY, SUITE 3215 X
 MILL VALLEY, CA 94941

PATTERSON WILLIAM J
 591 REDWOOD HIGHWAY, SUITE 3215 X
 MILL VALLEY, CA 94941

Signatures

Kim M. Silva,
 Attorney-in-Fact 07/25/2006

**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) The entity acquiring these shares is SPO Partners II, L.P. ("SPO Partners"). The entire 105,900 shares were acquired by SPO Partners. As a result of the purchases causing this filing, 8,520,600 shares of the issuer's common stock are owned directly by 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 ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. 415,600 shares of the issuer's common stock are owned directly by San Francisco Partners, II, 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.
- (2) Additionally, separate from the entities above, (i) 333,650 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by WEO, solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/15/98 ("Oberndorf Trust"), (ii) 100,000 shares may be deemed to be indirectly beneficially owned by WEO solely in his capacity as general partner of Oberndorf Family Partners, a California limited partnership and (iii) 10,000 shares may be deemed to be indirectly beneficially owned by WEO solely in his capacity as trustee for the accounts of his two children, Peter C. Oberndorf and William Ernst Oberndorf.
- (3) Additionally, 5,000 shares of the issuer's common stock are owned directly by Betty Jane Weimer.
- (4)

Remarks:

Form 1 of 2.

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.