

BERUBE BRIAN A
Form 4
December 20, 2012

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 *
BERUBE BRIAN A

(Last) (First) (Middle)

C/O CABOT CORPORATION, TWO SEAPORT LANE

(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)
12/18/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, General Counsel

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)
				(A) or (D)	Price		
Common Stock	12/18/2012		M	13,500	A \$ 16.9	56,187	D
Common Stock	12/18/2012		M	15,120	A \$ 23.15	71,307	D
Common Stock	12/18/2012		S ⁽¹⁾	28,620	D \$ 40	42,687	D
Common Stock						13,043.5877	I
						⁽²⁾	Through the Trustees for the Corporation's

Retirement 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 16.9	12/18/2012		M	13,500	<u>(3)</u> 05/06/2019	Common Stock	13,500
Employee Stock Option (Right to Buy)	\$ 23.15	12/18/2012		M	15,120	<u>(4)</u> 11/12/2019	Common Stock	15,120

Reporting Owners

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

Signatures

By: Karen Abrams, pursuant to a power of attorney from Brian A. Berube

12/20/2012

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 21, 2012.
- (2) Reflects retirement plan contributions by the Corporation, including contributions that have occurred since the date of the reporting person's last ownership report.
- (3) 45,000 shares are subject to the option. 13,500 shares vested on May 7, 2010, 13,500 shares vested on May 7, 2011 and 18,000 shares vested on May 7, 2012.
- (4) 25,200 shares are subject to the option. 7,560 shares vested on November 13, 2010, 7,560 shares vested on November 13, 2011 and 10,080 shares vested on November 13, 2012.

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.