SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERS

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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	dress of Reporting P	Person*	2. Issuer Name and Ticker or Trading Symbol CABOT CORP [CBT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
CLARKES	<u>ARKESON JOHN S</u>			X	Director	10% Owner			
	(First) CORPORATION	(Middle) N	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2007		Officer (give title below)	Other (specify below)			
TWO SEAPORT LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Re	porting Person			
BOSTON	MA	02210			Form filed by More the Person	an One Reporting			
(City)	(State)	(Zip)							
		Table I - Non-I	Derivative Securities Acquired, Disposed of, or Ben	eficially C	Dwned				

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(eigi, puis, valis, valia, valianos, oprioris, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
(1)	12/31/2007		A		637.3725		(2)	(3)	Common Stock	637.3725	\$33.34	11,330.4187 ⁽⁴⁾	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) Code (8) Code (8)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, (Month/Day/Year) 3. Deemed Execution Date, (Month/Day/Year) Code (Instr. 8) Code V	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) Code (Instr. 8) Code (Instr. 4 acquired or Dispos of (D) (Inst 4 and 5) Code (V (A)	2. 3. Transaction 3A. Deemed 5. Number of Conversion Date Execution Date, Transaction Or Exercise (Month/Day/Year) A. Deemed Execution Date, Derivative (Month/Day/Year) Month/Day/Year) A. Transaction Derivative Security Security Month/Day/Year) Month/Day/Year) A. Transaction Derivative Code V (A) (D) Month/Day/Year)	2. 3. Transaction 3A. Deemed 5. Number of Conversion Date Execution Date, Transaction Or Exercise (Month/Day/Year) A. Deemed Execution Date, Derivative (Month/Day/Year) A. Deemed Transaction Derivative (Month/Day/Year) A. Deemed Expiration Date, Security (Month/Day/Year) A. Deemed Code (Instr. Security (Month/Day/Year) A. Deemed Code (Instr. Security (Month/Day/Year) A. Deemed Date Expiration Date, Code V (A) (D)	2. 3. Transaction Date Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. 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) 2. Code V (A) (D) Date Expiration Date (Month/Day/Year)	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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Expiration Date (Month/Day/Year) 7. Title and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Expiration Date (Month/Day/Year) 7. Title and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Expiration Date (Instr. 3 ard Date Expiration Date 7. Title and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Securities Acquired (A) or Disposed Date 7. Title and Securities (Month/Day/Year)	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 Securities Underlying Derivative Security (I) 12/21/2007 0. 0. 0. 0. Date Date Expiration Date 7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (I) 12/21/2007 0. 0. 0. Date Expiration Date Expiration Date 7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	2. Conversion or Exercise Price of Derivative Security 3. 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Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (I) 12/21/2007 0. 0. 627 2725 (2) (3) Common 637 3725 523 24 11 220 4107(4)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Fransaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Amount of Securities Underlying Derivative Securities Securities Securities (Instr. 3 and 4) 8. Price of Derivative Securities Securities Securities Securities Securities (Instr. 3 and 4) 9. Number of derivative Securities Securities Securities (Instr. 4) 10. Ownership Form: Direct (D) Ownership Form: Direct (D) Ownersh

Explanation of Responses:

1.1 for 1

2. Immediately exercisable

3. The shares of phantom stock become payable upon the reporting person's termination of service as a director.

4. On November 9, 2007, Cabot's Board of Directors declared a dividend of \$.18 per share on Cabot common stock, payable on December 14, 2007 to all holders of record of common stock on November 30, 2007. Mr. Clarkeson received a dividend on his phantom stock units totalling \$1914.49, which was immediately reinvested in phantom stock units at a price of \$33.60 per share. As a result, 56.9789 phantom stock units were allocated to Mr. Clarkeson on December 14, 2007.

Remarks:

<u>Michaela Allbee, pursuant to a</u> power of attorney from John 01/03/2008 **Clarkeson**

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.