FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

l	OMB APPRO	VAL						
l	OMB Number:	3235-0287						
l	Estimated average burden							
1	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).

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

1. Name and Address of Reporting Person*  CORDEIRO EDUARDO E						2. Issuer Name <b>and</b> Ticker or Trading Symbol CABOT CORP [ CBT ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify					
(Last) (First) (Middle) C/O CABOT CORPORATION TWO SEAPORT LANE, SUITE 1300					07	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2006								X below) below)  Vice President					
(Street) BOSTON (City)			02210 (Zip)		_   4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Form filed by More than One Reporting Person  Form filed by More than One Reporting Person  Form filed by More than One Reporting Person					
(Oily)	(0)			lon-Deri	 vativ	e Se	curiti	ies A	cauire	ed. D	Disposed	of. or B	Seneficia	ally Owned					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/			tion	on 2A. Deemed Execution Date,		3. 4. Secu Transaction Dispos Code (Instr. 5)		4. Securiti Disposed	Securities Acquired (A) or posed Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Ir	(Instr. 4)			
Common Stock 07/28/20				2006	06		A		35,000	) A	\$10.57	7 122,00	00	D					
Common Stock												1,728.8.	1,728.8211		th C R	nrough the rustee for e orporation's etirement avings Plan			
			Table I								sposed o			ly Owned )					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security				Transa Code (		n of		6. Date Exercis Expiration Date (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivati Security (Instr. 3 an 4)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	e V	(A)		Date Exercisa	ıble	Expiration Date	Title	Amount of Number of Shares						
Series B ESOP Convertible Preferred Stock	(1)								(2)		(2)	Common	5,043.7	8	34.	4572	I	Through the Trustee for the Corporation's Retirement	

## **Explanation of Responses:**

- 1. Each share is convertible into 146.3782 shares of the Corporation's common stock.
- 2. Under the Retirement Savings Plan, the Corporation allocates Series B ESOP Convertible Preferred Stock to each participant's account on a quarterly basis. Subject to certain terms and conditions of the Retirement Savings Plan, participants may elect to receive distributions of their vested account balance in the form of shares of the Corporation's common stock or cash. Generally, a participant is 20% vested in his account after 2 years of service with the Corporation; 40% vested after 3 years of service; 60% vested after 4 years of service; and 100% vested after 5 years of service.

## Remarks:

Michaela Allbee, pursuant to a

Power of Attorney from

08/01/2006

Eduardo Cordeiro

\*\* 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.