# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

1. Name and Address of Reporting Person* <u>CORDEIRO EDUARDO E</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol CABOT CORP [ CBT ]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify			
	(First) CORPORATION		3. Date of Earliest Transaction (Month/Day/Year) 12/05/2006		below) Vice Presi	below)			
TWO SEAPORT LANE, SUITE 1300 (Street) BOSTON MA 02210 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,				

#### 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. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	12/05/2006		S		2,600	D	\$42	119,400	D	
Common Stock	12/05/2006		S		600	D	\$42.01	118,800	D	
Common Stock	12/05/2006		S		700	D	\$42.02	118,100	D	
Common Stock	12/05/2006		S		200	D	\$42.03	117,900	D	
Common Stock	12/05/2006		S		500	D	\$42.04	117,400	D	
Common Stock	12/05/2006		S		1,100	D	\$42.05	116,300	D	
Common Stock	12/06/2006		S		2,800	D	\$41.98	113,500	D	
Common Stock	12/06/2006		S		1,000	D	\$42.03	112,500	D	
Common Stock								1,741.5827	I	Through the Trustee for the Corporation's Retirement Savings Plan

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

				· •				<i>;</i> •	· ·						
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. Transa Code ( 8)		of Deriv Secu Acqu (A) o Disp of (D	r osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Underlying Derivative Security Security		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				
Series B ESOP Convertible Preferred Stock	(1)							(2)	(2)	Common	5,304.742		36.24	I	Through the Trustee for the Corporation's Retirement Savings Plan

#### 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 Eduardo Cordeiro

12/07/2006

\*\* 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.