

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Prevost Patrick M.</u>  (Last) (First) (Middle) <u>C/O CABOT CORPORATION</u> <u>TWO SEAPORT LANE, SUITE 1300</u>  (Street) <u>BOSTON MA 02210</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CABOT CORP [ CBT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2017		M		40,328	A	\$55.37 <sup>(1)</sup>	293,548	D	
Common Stock	02/17/2017		D		12,139	D	\$55.37 <sup>(1)</sup>	281,409	D	
Common Stock	02/21/2017		M		92,562	A	\$34.64	373,971	D	
Common Stock	02/21/2017		S		92,562	D	\$58.22 <sup>(2)</sup>	281,409	D	
Common Stock								50.02 <sup>(3)</sup>	I	Through the Trustee for the Corporation's 401(k) plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Phantom Stock	(4)	02/17/2017		M		40,328		02/17/2017	02/17/2017	Common Stock	40,328	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$34.64	02/21/2017		M		92,562		(5)	10/15/2019	Common Stock	92,562	\$0.00	0	D	

**Explanation of Responses:**

- The price reported is the closing price of Cabot stock as of January 31, 2017, the date the phantom stock was valued for settlement under the terms of the Supplemental 401(k) Plan.
- The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from 58.15 to \$58.74, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.
- Reflects retirement plan contributions by the Corporation.
- 1 for 1
- 92,562 shares were subject to the option. The option vested over a three year period as follows: 30% November 12, 2011, 30% November 12, 2012 and 40% on November 12, 2013.

**Remarks:**

By: Kristine L. Ouimet,  
 pursuant to a power of attorney, 02/22/2017  
 from Patrick M. Prevost

\*\* 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.

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