

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):
November 12, 2002

CABOT CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

1-5667

04-2271897

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

TWO SEAPORT LANE, SUITE 1300, BOSTON, MASSACHUSETTS 02210-2019

(Address of principal executive offices) (Zip Code)

(617) 345-0100

(Registrant's telephone number, including area code)

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 The Registrant's unaudited Consolidated Balance Sheets at September 30, 2002 and 2001.
- 99.2 The Registrant's unaudited Consolidated Statements of Income for the fiscal years ended September 30, 2002 and 2001.
- 99.3 The Registrant's unaudited Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2002 and 2001.

Item 9. REGULATION FD DISCLOSURE

The Registrant has furnished herewith its unaudited consolidated balance sheets at September 30, 2002 and 2001, its unaudited consolidated statements of income for the fiscal years ended September 30, 2002 and 2001 and its unaudited consolidated statements of cash flows for the fiscal years ended September 30, 2002 and 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CABOT CORPORATION
Registrant

Date: November 12, 2002

By: /s/ John A. Shaw

John A. Shaw
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
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99.1	The Registrant's unaudited Consolidated Balance Sheets at September 30, 2002 and 2001.
99.2	The Registrant's unaudited Consolidated Statements of Income for the fiscal years ended September 30, 2002 and 2001.
99.3	The Registrant's unaudited Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2002 and 2001.

EXHIBIT 99.1

CABOT CORPORATION
CONSOLIDATED BALANCE SHEETS

September 30	2002	2001
	-----	-----
Dollars in millions, except per share amounts (unaudited)		
Assets		
Current assets:		
Cash and cash equivalents	\$ 159	\$ 364
Accounts and notes receivable, net of reserve for doubtful accounts of \$4 and \$4	304	267
Inventories	435	285
Prepaid expenses and other current assets	41	33
Deferred income taxes	20	19
Total current assets	959	968
Investments:		
Equity	48	76
Other	32	29
Total investments	80	105
Property, plant and equipment	2,019	1,856
Accumulated depreciation and amortization	(1,134)	(1,049)
Net property, plant and equipment	885	807
Other assets:		
Goodwill	105	19
Intangible assets, net of accumulated amortization of \$5 and \$4	8	2
Deferred income taxes	4	2
Other assets	26	16
Total other assets	143	39
Total assets	\$ 2,067	\$ 1,919
	=====	=====

CABOT CORPORATION
CONSOLIDATED BALANCE SHEETS

September 30	2002	2001
	-----	-----
Dollars in millions, except per share amounts (unaudited)		
Liabilities and Stockholders' Equity		
Current liabilities:		
Notes payable to banks	\$ 40	\$ 13
Current portion of long-term debt	5	30
Accounts payable and accrued liabilities	238	243
Deferred income taxes	3	5
	-----	-----
Total current liabilities	286	291
	-----	-----
Long-term debt	495	419
Deferred income taxes	104	94
Other liabilities	170	138
Commitments and contingencies		
Minority interest	35	27
Stockholders' equity:		
Preferred stock:		
Authorized: 2,000,000 shares of \$1 par value		
Series A Junior Participating Preferred Stock		
Issued and outstanding: none		
Series B ESOP Convertible Preferred Stock 7.75% Cumulative		
Issued: 75,336 shares, outstanding: 56,274 and 59,148 shares		
(aggregate redemption value of \$56 and \$59)		
	75	75
Less cost of shares of preferred treasury stock	(40)	(33)
Common stock:		
Authorized: 200,000,000 shares of \$1 par value		
Issued and outstanding: 61,615,503 and 62,633,252 shares		
	62	63
Less Cost of shares of common treasury stock	(6)	--
Additional paid-in capital	5	9
Retained earnings	1,120	1,078
Unearned compensation	(38)	(40)
Deferred employee benefits	(51)	(54)
Notes receivable for restricted stock	(23)	(23)
Accumulated other comprehensive loss	(127)	(125)
	-----	-----
Total stockholders' equity	977	950
	-----	-----
Total liabilities and stockholders' equity	\$2,067	\$1,919
	=====	=====

 CABOT CORPORATION CONSOLIDATED STATEMENTS OF INCOME

Years ended September 30	2002	2001
In millions, except per share amounts (unaudited)		

Net sales and other operating revenues	\$1,557	\$1,670
Cost of sales	1,128	1,237
	-----	-----
Gross profit	\$ 429	\$ 433
	=====	=====
Selling and administrative expenses	219	208
Research and technical service	48	48
Special charges	14	22
	-----	-----
INCOME FROM OPERATIONS	\$ 148	\$ 155
OTHER INCOME AND EXPENSE		
Interest and dividend income	(9)	(28)
Interest expense	28	32
Special charges (income)	3	(1)
Other charges (income)	(8)	2
	-----	-----
Total other income and expense	14	5
	-----	-----
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	134	150
	-----	-----
Provision for income taxes	(30)	(42)
Equity in net income of affiliated companies	5	20
Minority interest in net income	(4)	(7)
	-----	-----
NET INCOME FROM CONTINUING OPERATIONS	105	121
DISCONTINUED OPERATIONS:		
Income from operations of discontinued business, net of income taxes	1	--
Gain on sale of business, net of income taxes	--	3
	-----	-----
NET INCOME	106	124
Dividends on preferred stock	(3)	(3)
	-----	-----
NET INCOME AVAILABLE TO COMMON SHARES	\$ 103	\$ 121
	=====	=====

DILUTED EARNINGS PER SHARE OF COMMON STOCK

Continuing Operations	\$ 1.48	\$ 1.62
Discontinued Operations		
Income from Operations of Discontinued Business	0.02	--
Gain on Sale of Business	--	0.04
	-----	-----
Net Income	\$ 1.50	\$ 1.66
	=====	=====

WEIGHTED AVERAGE COMMON SHARES OUTSTANDING

Diluted	71	74
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CABOT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended September 30	2002	2001
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Dollars in millions (unaudited)		
Cash Flows from Operating Activities		
Net income	\$ 106	\$ 124
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	109	115
Deferred tax expense (benefit)	(4)	6
Equity in net income of affiliated companies	(5)	(20)
Asset impairment charges and non-cash special items	16	14
Gain on sale of business, net of income taxes	--	(3)
Non-cash compensation	22	22
Other non-cash charges, net	6	23
Changes in assets and liabilities, net of the effect of the consolidation of equity affiliates:		
Decrease (increase) in accounts and notes receivable	(1)	13
Decrease (increase) in inventories	(64)	(55)
Increase (decrease) in accounts payable and accrued liabilities	(4)	(35)
Decrease in income taxes payable	(1)	(175)
Increase (decrease) in other liabilities	14	(6)
Other, net	(2)	6
	-----	-----
Cash provided by operating activities	192	29
	-----	-----
Cash Flows from Investing Activities		
Additions to property, plant and equipment	(146)	(122)
Proceeds from sales of property, plant and equipment	2	4
Purchases of equity securities	(9)	(5)
Acquisition of affiliate, net of cash acquired	(89)	--
Purchases of investments, excluding cash acquired	--	(6)
Proceeds from sale of business	--	5
Cash from consolidation of equity affiliates	10	--
	-----	-----
Cash used in investing activities	(232)	(124)
	-----	-----
Cash Flows from Financing Activities		
Proceeds from long-term debt	--	129
Repayments of long-term debt	(28)	(63)
Decrease in short-term debt, net	(27)	(7)
Purchases of preferred and common stock	(82)	(229)
Sales and issuances of preferred and common stock	6	13
Cash dividends paid to stockholders	(35)	(34)
Cash dividends paid to minority interest stockholders	(5)	(3)
Employee loan repayments	7	15
	-----	-----
Cash used in financing activities	(164)	(179)
	-----	-----
Effect of exchange rate changes on cash	(1)	--
	-----	-----
Increase (decrease) in cash and cash equivalents	(205)	(274)
Cash and cash equivalents at beginning of year	364	638
	-----	-----
Cash and cash equivalents at end of year	\$ 159	\$ 364
	=====	=====