

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 3

FOR REGISTRATION OF CERTAIN CLASSES OF
SECURITIES PURSUANT TO SECTION 12(b) OR 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934

CABOT CORPORATION
(Exact name of registrant as specified in charter)

Delaware	04-2271897
(State of incorporation or organization)	(I.R.S. employer identification no.)

75 State Street
Boston, Massachusetts
(Address of principal executive offices)

02109-1806
(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be registered	Name of each exchange on which each class is to be registered
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Preferred Stock Purchase Rights	New York Stock Exchange Boston Stock Exchange Pacific Stock Exchange

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. / /

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

The registrant hereby amends the following items, financial statements, exhibits or other portions of its Registration Statement on Form 8-A dated December 2, 1986 (File No. 1-5667), as amended as of August 12, 1988 and as further amended by the registrant's Form 8, Amendment No. 2 to Form 8-A, dated November 19, 1990 (File No. 1-5667) as follows:

Item 1. Description of Securities to be Registered.

On November 10, 1995, the Board of Directors of Cabot Corporation, a Delaware corporation (the "Corporation"), approved the redemption of all the outstanding rights to purchase shares of the Corporation's Series A Junior Participating Preferred Stock, par value \$1.00 per share (the "Old Rights"), under the Rights Agreement, dated as of November 14, 1986, as amended and restated as of August 12, 1988, and as further amended as of November 15, 1990 between the Corporation and The First National Bank of Boston, as Rights Agent. The record date for payment of the redemption price for the Old Rights, equal to \$.05 for each share of the Corporation's common stock, is the close of business on November 24, 1995. As a result, the right to exercise the Old Rights will terminate on such date and the only right of the holders of the Old Rights thereafter is to receive the redemption price.

Item 2. Exhibits.

1. Rights Agreement, dated as of November 14, 1986, as amended and restated as of August 12, 1988, and as further amended as of November 15, 1990, between Cabot Corporation and The First National Bank of Boston, as Rights Agent, which includes, as Exhibit A thereto, the Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, as Exhibit B thereto, the Form of Rights Certificate and as Exhibit C thereto, the Summary of Rights to Purchase Preferred Stock (incorporated by reference to Exhibit 1 to the registrant's Registration Statement on Form 8-A dated December 2, 1986 (File No. 1-5667), Exhibit 1 to the registrant's Current Report on Form 8-K dated August 12, 1988 (File No. 1-5667) and Exhibit 3 to the registrant's Form 8, Amendment No. 2 to Form 8-A, dated November 19, 1990 (File No. 1-5667)).

2. Press Release dated November 10, 1995 announcing redemption of the Old Rights.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to a Registration Statement on Form 8-A to be signed on its behalf by the undersigned, thereto duly authorized.

CABOT CORPORATION

By: /s/ Kennett F. Burnes

Name: Kennett F. Burnes
Title: President

Dated: November 27, 1995

EXHIBIT INDEX

Exhibit Number -----	Exhibit -----	Page -----
1.	Rights Agreement, dated as of November 14, 1986, as amended and restated as of August 12, 1988, and as further amended as of November 15, 1990, between Cabot Corporation and The First National Bank of Boston, as Rights Agent, which includes, as Exhibit A thereto, the Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, as Exhibit B thereto, the Form of Rights Certificate and as Exhibit C thereto, the Summary of Rights to Purchase Preferred Stock (incorporated by reference to Exhibit 1 to the registrant's Registration Statement on Form 8-A dated December 2, 1986 (File No. 1-5667), Exhibit 1 to the registrant's Current Report on Form 8-K dated August 12, 1988 (File No. 1-5667) and Exhibit 3 to the registrant's Form 8, Amendment No. 2 to Form 8-A, dated November 19, 1990 (File No. 1-5667)).	N/A
2.	Press Release dated November 10, 1995 announcing redemption of the Old Rights.	6

Contact: Kathryn D. Cadigan
Director, Investor Relations
(617) 342-6366

FOR IMMEDIATE RELEASE
November 10, 1995

CABOT REPLACES SHAREHOLDER RIGHTS PLAN

Boston, MA -- Cabot Corporation (CBT/NYSE) announced today that its Board of Directors has adopted a new shareholder rights plan to replace the existing 1986 shareholder rights plan. Simultaneously, the Board authorized the redemption of the existing rights for a redemption price equal to \$.05 per share of common stock.

The new plan is designed to protect against abusive takeover tactics. It is not adopted in response to any specific threat, but rather as a result of the periodic review of the Company's takeover response readiness.

Under the new plan, each shareholder will receive a dividend of one New Right for each share of the Company's outstanding common stock. Each New Right will entitle the holder to purchase one-hundredth of a share of the Company's Series A Junior Participating Preferred Stock at an initial exercise price of \$200.

Initially, the New Rights will be attached to the Company's common stock and are not exercisable. The New Rights will become detached from the common stock and immediately exercisable 10 days after any person or group becomes the beneficial owner of 15% or more of the Company's common stock or any person or group announces a tender offer or exchange offer that would result in that same beneficial ownership level, other than pursuant to certain permitted offers. Members of the Cabot family and related Cabot family entities which individually or in the aggregate beneficially own 15% or more of the common stock are "grandfathered" from triggering the New Rights, unless they form a "group" with non-grandfathered persons beneficially owning, in the aggregate, in excess of 1% of the then outstanding common stock.

If a buyer (other than a grandfathered person) acquires 15% or more of the Company's outstanding common stock (except pursuant to a "permitted offer" approved by the Board of Directors), each New Right (other than New Rights owned by such buyer) will entitle its holder to purchase the Company's common stock at a price discounted from the then market price. In addition, if the Company is acquired in a merger or other business combination transaction after such an acquisition, each New Right (other than New Rights owned by the buyer) will entitle its holder to purchase the acquiring company's shares at a discount.

The record date for determining shareholders entitled to receive the distribution of New Rights will be at 5 p.m. on November 24, 1995; shares of common stock that are newly issued after that date will also have New Rights attached until the New Rights separate from the common stock. The New Rights will expire on November 10, 2005. The Company may redeem the New Rights at any time prior to the 10th day after a buyer acquires 15%, and under certain other circumstances, for \$.01 per New Right. The distribution of New Rights is not taxable to shareholders.

The payment of the redemption price for the existing rights, the equivalent of a cash dividend of \$.05 per share of the Company's common stock, will be made on December 8, 1995 to shareholders of record on November 24, 1995.

Cabot Corporation has global operations in specialty chemicals and materials, and energy.