

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CABOT CORPORATION

(Exact Name Of Registrant As Specified In Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

04-2271897
(I.R.S. Employer
Identification No.)

TWO SEAPORT LANE, SUITE 1300
BOSTON, MA
(Address of Principal Executive Offices)

02210
(ZIP CODE)

1999 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Ho-il Kim, Esq.
Vice President and General Counsel
Cabot Corporation
Two Seaport Lane
Suite 1300
Boston, MA 02210
(Name and Address of Agent for Service)

617-345-0100
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee
Common Stock, Par Value \$1.00	3,000,000 shares	\$25.23	\$75,690,000	\$6,963.48(2)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based on the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange Composite Transactions on July 15, 2002.

(2) The filing fee remitted has been reduced by \$275.33, the amount available in registrant's account with the Commission, account number 0000016040.

Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.

Statement of Incorporation by Reference

The Registrant incorporates by reference into this registration statement the contents of its registration statement on Form S-8 (File No. 333-82353) filed with the Commission on July 6, 1999 relating to the Registrant's 1999 Equity Incentive Plan.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Ho-il Kim, Vice President and General Counsel to the registrant, has opined as to the legality of the securities being offered by this registration statement. At the time of rendering his opinion, Mr. Kim had a substantial interest in the registrant, as defined by the rules of the Commission, in that the fair market value of the approximately 24,000 shares of Common Stock owned by him exceeds \$50,000. It is anticipated that additional shares will be issued to Mr. Kim pursuant to the registrants 1999 Equity Incentive Plan.

ITEM 8. EXHIBITS.

Exhibit

- 5.1 Opinion of Ho-il Kim, Vice President and General Counsel.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ho-il Kim, Vice President and General Counsel (included in the opinion filed as Exhibit 5.1).
- 24 Power of Attorney (included on signature page of this registration statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, The Commonwealth of Massachusetts, on this 18th day of July, 2002.

CABOT CORPORATION

By: /s/ Kennett F. Burnes

Name: Kennett F. Burnes
Title: President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Ho-il Kim and Jane A. Bell and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Cabot Corporation, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Kennett F. Burnes ----- KENNETT F. BURNES	Director, Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	July 18, 2002
/s/ John A. Shaw ----- JOHN A. SHAW	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 18, 2002
/s/ Eduardo E. Cordeiro ----- EDUARDO E. CORDEIRO	Controller (Controller/Principal Accounting Officer)	July 18, 2002
/s/ John G.L. Cabot ----- JOHN G.L. CABOT	Director	July 18, 2002

Signature -----	Title -----	Date -----
/s/ John S. Clarkeson ----- JOHN S. CLARKESON	Director	July 18, 2002
/s/ Arthur L. Goldstein ----- ARTHUR L. GOLDSTEIN	Director	July 18, 2002
/s/ Gautam S. Kaji ----- GAUTAM S. KAJI	Director	July 18, 2002
/s/ Roderick C.G. MacLeod ----- RODERICK C.G. MACLEOD	Director	July 18, 2002
/s/ John H. McArthur ----- JOHN H. MCARTHUR	Director	July 18, 2002
/s/ John F. O'Brien ----- JOHN F. O'BRIEN	Director	July 18, 2002
/s/ Ronaldo H. Schmitz ----- RONALDO H. SCHMITZ	Director	July 18, 2002
/s/ Lydia W. Thomas ----- LYDIA W. THOMAS	Director	July 18, 2002
/s/ Mark S. Wrighton ----- MARK S. WRIGHTON	Director	July 18, 2002

EXHIBIT INDEX

Number -----	Title of Exhibit -----
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July 18, 2002

Cabot Corporation
Two Seaport Lane
Suite 1300
Boston, MA 02210

Ladies and Gentlemen:

I have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission, relating to the registration of an additional 3,000,000 shares of Common Stock, \$1.00 par value (the "Shares"), of Cabot Corporation, a Delaware corporation (the "Company"), issuable under the Company's 1999 Equity Incentive Plan (the "Plan").

I have examined the Restated Certificate of Incorporation, as amended, and the By-Laws, as amended, of the Company, the Registration Statement and originals, or copies certified to my satisfaction, of such records of meetings, written actions in lieu of meetings, or votes adopted at meetings, of the directors and stockholders of the Company, and such other documents and instruments as in my judgment are necessary or appropriate to enable me to render the opinions expressed below.

In examination of the foregoing documents, I have assumed the genuineness of all signatures and the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly and validly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Ho-il Kim

Ho-il Kim
Vice President and General Counsel

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 23, 2001 relating to the financial statements, which appears in Cabot Corporation's Annual Report on Form 10-K for the year ended September 30, 2001.

/s/ PricewaterhouseCoopers LLP

Boston, MA
July 18, 2002