SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MCCANCE HENRY F	CABOT CORP [CBT]	

(Last)	(First)	(Middle)

C/O CABOT CORPORATION

TWO SEAPORT LANE

(Street)

BOSTON	MA	02210

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2013

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
X Director	10% Owner
Officer (give title below)	Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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			

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	Amount or Number of Shares				
Phantom Stock Units	(1)	12/31/2013		A		481.5175		(2)	(3)	Common Stock	481.5175	$51.4	19,846.3919[4]	D	

Explanation of Responses:

1. 1 for 1

2. Immediately exercisable

3. The shares of phantom stock become payable upon the reporting person's termination of service as a director.

4. On November 8, 2013, Cabot's Board of Directors declared a dividend of $0.20 per share on Cabot common stock, payable on December 13, 2013 to all holders of record of common stock on November 29, 2013. Mr. McCance received a dividend on his phantom stock units totalling $3,857.12, which was immediately reinvested in phantom stock units at a price of $48.65 per share. As a result, 79.2830 phantom stock units were allocated to Mr. McCance on December 13, 2013.

Remarks:

By: Karen Abrams, pursuant to a power of attorney from Henry F. McCance   01/02/2014

** Signature of Reporting Person   Date