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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):

March 14, 2008

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)

(I.R.S. Employer  
Identification No.)

Two Seaport Lane, Suite 1300, Boston,  
Massachusetts

02210-2019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-345-0100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 14, 2008, the Compensation Committee of the Board of Directors of Cabot Corporation ("Cabot") approved the acceleration of the vesting of 196,000 shares of restricted common stock of Cabot that had been granted to Kennett F. Burnes, Cabot's former President, Chief Executive Officer and Chairman of the Board. The vesting of these shares was accelerated in connection with Mr. Burnes's retirement from Cabot, which Cabot had previously disclosed in a Form 8-K filed with the Securities and Exchange Commission on December 7, 2007.

The shares of restricted common stock will vest on Mr. Burnes's last day of full-time employment with Cabot, which is expected to be March 31, 2008. Of the accelerated shares, 110,000 had been granted on May 11, 2006 and had a scheduled vest date of May 11, 2009 and 86,000 shares had been granted on May 10, 2007 and had a scheduled vest date of May 10, 2010. All of these shares were granted under Cabot's 2006 Long Term Incentive Plan. In addition, Mr. Burnes holds 110,000 shares of restricted common stock issued to him on May 12, 2005 under Cabot's 1999 Equity Incentive Plan, which will vest upon his retirement from Cabot under the terms of the 1999 Plan.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 14, 2008, Cabot's Board of Directors approved amendments to Cabot's By-laws to provide for the issuance and transfer of uncertificated shares of Cabot's stock. These amendments clarify that Cabot may issue and transfer shares of its stock in uncertificated form. The By-laws were amended to comply with a requirement of the New York Stock Exchange that all listed securities be eligible to participate in a direct registration system administered by a securities depository. The direct registration system allows investors to have securities electronically registered in their names without the need for physical certificates and to electronically transfer securities to broker-dealers in order to effect transactions.

Specifically, Cabot's By-laws were amended as follows:

--Section 7.1 was amended to provide that shares may be issued in uncertificated form if Cabot's Board of Directors adopts a resolution permitting such shares to be uncertificated. On March 14, 2008, Cabot's Board of Directors adopted a resolution permitting Cabot to issue uncertificated shares of common stock.

--Section 8.1 of Cabot's By-laws was amended to address the transfer of uncertificated shares.

The text of the amended sections of Cabot's By-laws is attached to this report as Exhibit 3.1. The description of the By-law amendments contained in this report is qualified in its entirety by reference to the full text of the amended sections.

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**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

March 20, 2008

By: */s/ Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Vice President and General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Text of Amendments to By-Laws of Cabot Corporation Adopted March 14, 2008

**Amendments to By-Laws of Cabot Corporation**  
**Adopted March 14, 2008**

1. Section 7.1 was amended to read as follows:

“7.1 Stock Certificates. The shares of capital stock of the corporation shall be represented by certificates, provided that the board of directors may provide by resolution or resolutions that some or all of any or all classes or series of stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Every holder of stock represented by certificates shall be entitled to a certificate stating the number and the class and the designation of the series, if any, of the shares held by him or her, in such form as shall, in conformity to law, the certificate of incorporation and the by-laws, be prescribed from time to time by the board of directors. Such certificate shall be signed by the chairman or vice chairman of the board, if any, or the president or a vice president and by the treasurer or an assistant treasurer or by the secretary or an assistant secretary. Any of or all the signatures on the certificate may be a facsimile. In case an officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent, or registrar at the time of its issue.”

2. Section 8.1 was amended to read as follows:

“8.1 Transfer on Books. Subject to the restrictions, if any, stated or noted on the stock certificate, or otherwise in force, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the board of directors or the transfer agent of the corporation may reasonably require. Uncertificated shares of stock may be transferred on the books of the corporation upon receipt of proper transfer instructions from the registered owner of the uncertificated shares, an instruction from an approved source duly authorized by such owner or from an attorney lawfully constituted. Except as may be otherwise required by law, by the certificate of incorporation or by these by-laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote or to give any consent with respect thereto and to be held liable for such calls and assessments, if any, as may lawfully be made thereon, regardless of any transfer, pledge or other disposition of such stock until the shares have been properly transferred on the books of the corporation.”