

CABOT CORP  
Form 4  
February 22, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Prevost Patrick M.

(Last) (First) (Middle)

C/O CABOT CORPORATION, TWO SEAPORT LANE, SUITE 1300

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CABOT CORP [CBT]

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 02/17/2017                           |  | M                              | 40,328  | A   | \$ 55.37<br>(1)  | 293,548   | D |
| Common Stock                    | 02/17/2017                           |  | D                              | 12,139  | D   | \$ 55.37<br>(1)  | 281,409   | D |
| Common Stock                    | 02/21/2017                           |  | M                              | 92,562  | A   | \$ 34.64   | 373,971   | D |
| Common Stock                    | 02/21/2017                           |  | S                              | 92,562  | D   | \$ 58.22   | 281,409   | D |

(2)

Common  
Stock

50.02 (3) I

Through the  
Trustee for  
the  
Corporation's  
401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Phantom Stock                              | (4)  | 02/17/2017                           |  | M                              | 40,328  | 02/17/2017   | 02/17/2017  | Common Stock | 40,328                     |
| Employee Stock Option (Right to Buy)       | \$ 34.64   | 02/21/2017                           |  | M                              | 92,562  | (5)  | 10/15/2019  | Common Stock | 92,562                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Prevost Patrick M.  
C/O CABOT CORPORATION  
TWO SEAPORT LANE, SUITE 1300  
BOSTON, MA 02210

X

## Signatures

By: Kristine L. Ouimet, pursuant to a power of attorney from Patrick M. Prevost

02/22/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported is the closing price of Cabot stock as of January 31, 2017, the date the phantom stock was valued for settlement under the terms of the Supplemental 401(k) Plan.

The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from 58.15 to  
(2) \$58.74, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Corporation or any security holder of the Corporation, upon request, full information regarding the number of shares sold at each separate price.

(3) Reflects retirement plan contributions by the Corporation.

(4) 1 for 1

(5) 92,562 shares were subject to the option. The option vested over a three year period as follows: 30% November 12, 2011, 30% November 12, 2012 and 40% on November 12, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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