

LILLEY DAVID  
Form 4  
August 31, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**LILLEY DAVID**

2. Issuer Name and Ticker or Trading Symbol  
**CYTEC INDUSTRIES INC/DE/[CYT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5 GARRET MOUNTAIN PLAZA**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/30/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

**WEST PATERSON, NJ 07424**

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/30/2006		M <sup>(1)</sup>		5,000	A	\$ 40.25
Common Stock	08/30/2006		S <sup>(1)</sup>		700	D	\$ 52.05
Common Stock	08/30/2006		S <sup>(1)</sup>		500	D	\$ 52.06
Common Stock	08/30/2006		S <sup>(1)</sup>		100	D	\$ 52.07
Common Stock	08/30/2006		S <sup>(1)</sup>		200	D	\$ 52.1
							40,072
							41,372
							40,872
							40,772
							40,572

Edgar Filing: LILLEY DAVID - Form 4

Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	1,000	D	\$ 52.12	39,572	D	
Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	200	D	\$ 52.14	39,372	D	
Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	200	D	\$ 52.15	39,172	D	
Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	400	D	\$ 52.18	38,772	D	
Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	1,200	D	\$ 52.2	37,572	D	
Common Stock	08/30/2006	<u>S</u> <sup>(1)</sup>	500	D	\$ 52.22	37,072	D	
Common Stock	08/31/2006	<u>M</u> <sup>(1)</sup>	5,000	A	\$ 40.25	42,072	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	1,300	D	\$ 52.61	40,772	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	600	D	\$ 52.62	40,172	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	100	D	\$ 52.67	40,072	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	200	D	\$ 52.69	39,872	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	400	D	\$ 52.71	39,472	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	300	D	\$ 52.72	39,172	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	900	D	\$ 52.76	38,272	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	100	D	\$ 52.77	38,172	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	100	D	\$ 52.8	38,072	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	500	D	\$ 52.85	37,572	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	200	D	\$ 52.86	37,372	D	
Common Stock	08/31/2006	<u>S</u> <sup>(1)</sup>	300	D	\$ 52.87	37,072	D	
Common Stock						6,206	I <u>(2)</u> <u>(3)</u>	savings plan

Edgar Filing: LILLEY DAVID - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Includes entries for 'Option Right to buy' with dates 08/30/2006 and 08/31/2006.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Relationship categories include Director, 10% Owner, Officer, Other. Entry for LILLEY DAVID with relationship 'Chairman, President and CEO'.

Signatures

James M. Young on behalf of David Lilley 08/31/2006

\*\*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) This option was exercised, and the shares of common stock received upon exercise were sold pursuant to a Rule 10b5-1 trading plan that was adopted in August 2006.
(2)

## Edgar Filing: LILLEY DAVID - Form 4

Excludes shares held in Employees' Savings Plan or Supplemental Plan which are eligible for deferred reporting on Form 5, as per note to instruction 4(a)(i).

(3) 203 shares beneficial ownership disclaimed; owned as custodian for daughter

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.