

CABOT CORP
Form 3
October 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kelly James Patrick</p> <p>(Last) (First) (Middle)</p> <p>C/O CABOT CORPORATION,Â TWO SEAPORT LANE</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02210</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/21/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CABOT CORP [CBT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,717	D	Â
Common Stock	1,694.55	I	Through the Trustee of the Corporation's Retirement Savings Plan

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

SEC 1473 (7-02)

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.

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Amount or Number of Shares		
			Title		
Series B ESOP Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,122.3	\$ (2)
					I
					Through the Trustee of the Corporation's Retirement Savings Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly James Patrick C/O CABOT CORPORATION TWO SEAPORT LANE BOSTON, MA 02210	Â	Â	Â Controller	Â

Signatures

Michaela Allbee, pursuant to a power of attorney from James P. Kelly
10/28/2005

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Under the Retirement Savings Plan, the Corporation allocates Series B ESOP Convertible Preferred Stock to each participant's account on a quarterly basis. Subject to certain terms and conditions of the Retirement Savings Plan, participants may elect to receive distributions of
- (1) their vested account balance in the form of shares of the Corporation's common stock or cash. Generally, a participant is 20% vested in his account after 2 years of service with the Corporation; 40% vested after 3 years of service; 60% vested after 4 years of service; and 100% vested after 5 years of service.
 - (2) Each share is convertible into 146.4 shares of the Corporation's common stock.

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.