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

FORM 10-K/A
AMENDMENT NO.1 TO FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year ended September 30, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

COMMISSION FILE NUMBER 1-5667

CABOT CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

04-2271897
(IRS Employer
Identification No.)

75 STATE STREET
BOSTON, MASSACHUSETTS
(Address of Principal Executive Offices)

02109
(Zip Code)

(617) 345-0100
(Registrant's telephone number, including area code)

Securities registered pursuant to section 12(b) of the act:

Common Stock, \$1.00 par value per share:
70,446,881 shares outstanding
at November 29, 1996

Boston Stock Exchange
New York Stock Exchange
Pacific Stock Exchange

Preferred Stock Purchase Rights

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the Registrant's common stock held beneficially or of record by shareholders who are not directors or executive officers of the Registrant at November 29, 1996, was approximately \$1,634,283,000.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Annual Report to Stockholders for fiscal year 1996 are incorporated by reference in Parts II and IV, and portions of the Registrant's definitive Proxy Statement for its 1997 Annual Meeting of Stockholders are incorporated by reference in Part III.

The undersigned registrant hereby amends its Annual Report on Form 10-K for the fiscal year ended September 30, 1996 to add the "Consent of Independent Accountants" as set forth below:

Consent of Independent Accountants

We consent to the incorporation by reference in the registration statements of Cabot Corporation on Form S-3 (File No. 33-48686), and on Forms S-8 (File No. 33-28699, No. 33-52940, No. 33-53659, No. 333-03683, No. 333-06629, No.333-19099 and No. 333-19103) of our report dated October 25, 1996, on our audits of the consolidated financial statements of Cabot Corporation as of September 30, 1996 and 1995, and for each of the three years in the period ended September 30, 1996, which report is included in the 1996 Annual Report to Stockholders of Cabot Corporation, filed as Exhibit 13 to the Annual Report on Form 10-K for the fiscal year ended September 30, 1996.

Coopers & Lybrand L.L.P.

Boston, Massachusetts
January 31, 1997

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

CABOT CORPORATION (Registrant)

By: /s/ William F. Robinson, Jr.

William F. Robinson, Jr.
Assistant Secretary

Dated: January 31, 1997