

As filed with the Securities and Exchange Commission on June 21, 1996
 Registration No.

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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 02109
 (Address of Principal Executive Office, including zip code)

NON-EMPLOYEE DIRECTORS' STOCK COMPENSATION PLAN
 (Full title of the Plan)

CHARLES D. GERLINGER, ESQ.
 75 STATE STREET
 BOSTON, MASSACHUSETTS 02109
 (Name and address of agent for service)

(617) 342-6170
 (Telephone number, including area code, of agent for service)

APPROXIMATE DATE OF PROPOSED PUBLIC OFFERING:
 As soon as practicable after this Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$1.00 (including Preferred Stock Purchase Rights)	400,000 shares(2)	\$26.88	\$10,752,000	\$3,707.59

(1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices of Cabot Corporation's Common Stock, par value \$1.00, reported on the New York Stock Exchange Composite Transactions Index for June 19, 1996.

(2) Plus such indeterminate number of additional shares of Common Stock as may be required in the event of a stock dividend, reverse stock split or combination of shares, recapitalization or other change in the Company's capital stock. Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock.

Explanatory Note

This registration statement (together with all exhibits hereto (the "Registration Statement")), has been prepared in accordance with the requirements of the Securities Act of 1933 (the "1933 Act") to register shares of common stock of Cabot Corporation, par value \$1.00 per share, with attached preferred stock purchase rights ("Common Stock"), offered pursuant to the Cabot Corporation Non-Employee Directors' Stock Compensation Plan (the "Plan"). The documents containing the information specified in Part I of this Form S-8 Registration Statement will be sent or given to participants as specified by Rule 428(b)(1). Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the 1933 Act.

Under cover of this Registration Statement is a reoffer prospectus prepared in accordance with the requirements of Part I of Form S-3 of the 1933 Act. Pursuant to General Instruction C of Form S-8 under the 1933 Act, this Registration Statement registers reofferings of up to 400,000 shares of the Common Stock acquired by certain selling stockholders through their participation in the Plan. The Registrant satisfies the requirements for use of Form S-3.

Form S-8 CROSS REFERENCE SHEET SHOWING LOCATION OF INFORMATION REQUIRED BY PART I OF FORM S-3 FOR THE REOFFERING OF COMMON STOCK BY SELLING STOCKHOLDERS.

Form S-3 Item Number -----	Location/Heading in Prospectus -----
1. Forepart of Registration Statement and..... Outside Front Cover Page of Prospectus	Cover Page; Available Information
2. Inside Front and Outside Back Cover..... Pages of Prospectus	Available Information; Incorporation of Certain Information by Reference
3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges	Cover Page
4. Use of Proceeds.....	Use of Proceeds
5. Determination of Offering Price.....	Not Applicable
6. Dilution.....	Not Applicable
7. Selling Security Holders.....	Principal and Selling Stockholders
8. Plan of Distribution.....	Plan of Distribution
9. Description of Securities to be Registered...	Incorporation of Certain Information by Reference
10. Interests of Named Experts and Counsel.....	Experts
11. Material Changes.....	Part II, Item 3 Incorporation of Certain Documents by Reference
12. Incorporation of Certain Information by Reference	Incorporation of Certain Information by Reference
13. Disclosure of Commission Position..... on Indemnification for Securities Act Liabilities	Part II, Item 9 Undertakings

PROSPECTUS

CABOT CORPORATION
400,000 SHARES OF
COMMON STOCK
(\$1.00 PAR VALUE)

This Prospectus relates to the offer and sale of 400,000 shares (the "Shares") of common stock, par value \$1.00 per share, including Preferred Stock Purchase Rights relating thereto (the "Common Stock"), of Cabot Corporation, a Delaware corporation, ("Cabot" or the "Company") which may be offered hereby from time to time by certain non-employee directors or former non-employee directors of the Company, participants in the Company's Non-Employee Directors' Stock Compensation Plan (the "Plan") and named herein (each a "Selling Stockholder"). Certain of the Shares have been acquired by the Selling Stockholders from the Company in transactions not involving a public offering within the meaning of Section 4(2) of the Securities Act of 1933 (the "1933 Act") pursuant to the Plan. The Selling Stockholders also may be deemed affiliates of the Company (as defined in Rule 405 of the 1933 Act). See "Principal and Selling Stockholders." The Company will not receive any of the proceeds from the sale of the Shares by the Selling Stockholders.

Alternatively, the Shares may be sold from time to time in one or more transactions (which may involve one or more block transactions) on the New York Stock Exchange, the Pacific Stock Exchange or the Boston Stock Exchange, or in sales occurring in the public market of such Exchanges, in separately negotiated transactions, or in a combination of such transactions. Each sale may be made either at market prices prevailing at the time of such sale or at negotiated prices. Some or all of the Shares may be sold through brokers acting on behalf of each Selling Stockholder or to dealers for resale by such dealers. In connection with such sales, such brokers and dealers may receive compensation in the form of discounts or commissions from each Selling Stockholder and/or the purchasers of such Shares for whom they act as broker or agent (which discounts or commissions are not anticipated to exceed those customary in the types of transactions involved). All expenses of registration incurred in connection with this offering are being borne by the Company, but all brokerage commissions and other expenses incurred by each Selling Stockholder will be payable by such Selling Stockholder. See "Plan of Distribution."

The Selling Stockholders and any dealer participating in the distribution of any Shares or any broker executing selling orders on behalf of the Selling Stockholders may be deemed to be "underwriters" within the meaning of the Act, in which case any profit on the sale of any or all of the Shares by the Selling Stockholders and any discounts or commissions received by any such brokers or dealers may be deemed to be underwriting discounts and commissions under the Act.

The Company's Common Stock is listed on the New York Stock Exchange, the Pacific Stock Exchange and the Boston Stock Exchange under the trading symbol "CBT". The shares of Common Stock offered hereby are, or are expected to be, authorized for listing on such Exchanges.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE
SECURITIES AND EXCHANGE COMMISSION OR ANY STATE COMMISSION
NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY
STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY
OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION
TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROSPECTUS IS JUNE 21, 1996

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No person has been authorized to give any information or to make any representation in connection with this offering other than those contained in this Prospectus. If given or made, such information or representations must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities other than the registered securities to which it relates, or an offer to or solicitation of any person in any jurisdiction in which such offer or solicitation would be unlawful. The delivery of this Prospectus at any time does not imply that information herein is correct as of any time subsequent to its date.

AVAILABLE INFORMATION

Cabot Corporation is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy materials and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy materials and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the regional offices of the Commission located at Seven World Trade Center, 13th Floor, New York, New York 10048 and Northwestern Atrium Center, 500 West Madison Street, Chicago, Illinois 60661. Copies of such material can also be obtained at prescribed rates from the Public Reference Section of the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. The Company is listed on the New York Stock Exchange and such reports and other information concerning the Company can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005. The Company is also listed on the Boston Stock Exchange and the Pacific Stock Exchange.

This Prospectus constitutes a part of the Registration Statement and omits certain of the information contained in the Registration Statement and reference is hereby made to the Registration Statement for further information with respect to the Company and the securities offered hereby. Any statements contained herein concerning the provisions of any documents are necessarily summaries of such documents and not complete, and each statement is qualified in its entirety by reference to the copy of the applicable document filed with the Commission.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents heretofore filed with the Commission by the Company are incorporated by reference in this Prospectus:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1995, filed under Section 13 of the Exchange Act.

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1995, filed under Section 13 of the Exchange Act.

(c) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, filed under Section 13 of the Exchange Act.

(d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 10 filed pursuant to Section 12 of the Exchange Act and the description of the Company's Preferred Stock Purchase Rights contained in the Company's Registration Statement on Form 8-A filed pursuant to Section 12 of the Exchange Act.

All reports and other documents subsequently filed by the Company pursuant to Sections 13, 14 or 15(d) of the Exchange Act, prior to filing a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed incorporated by reference herein and to be part hereof from the date of filing of such report and documents. Any statement contained in a report or document incorporated or deemed to be incorporated by reference in this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in a subsequently filed document which also is or is deemed to be incorporated by reference in this Prospectus modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to

constitute a part of this Prospectus.

The Company undertakes to provide without charge to each person, including any beneficial owner, to whom a copy of this Prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the information described above that has been incorporated herein by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into such documents). Requests for such information may be directed to Thomas W. McNaughton, Jr., Director, Investor Relations, Cabot Corporation, 75 State Street, Boston, Massachusetts 02109; telephone number (617) 342-6242.

THE COMPANY

Cabot Corporation and its subsidiaries (the "Company") have businesses in specialty chemicals and materials and in energy. The Specialty Chemicals and Materials Group manufactures carbon black, fumed silica, thermoplastic concentrates and specialty compounds, and electronic materials and refractory metals. Carbon black is a very fine black powder used as a reinforcing agent in tires and industrial rubber products such as extruded profiles, hoses and molded goods. Special blacks are used to provide pigmentation, conductivity and ultraviolet protection and for other purposes in many specialty applications such as inks, plastics, cables and coatings. Fumed silica is an ultra-fine, high-purity silica used as a reinforcing, thickening, suspending or anti-caking agent in a wide variety of products for the automotive, construction and consumer industries, including adhesives, cosmetics, inks, lubricants, paints and pharmaceuticals. High-purity polishing compounds, made by the Company from fumed metal oxides and a variety of chemistries, are used in the manufacture of wafers, chips and other electronic devices by the semiconductor industry. The Company produces black and white thermoplastics concentrates and specialty compounds for sale to plastic resin producers and the plastics processing industry. The major applications for these materials include plastic pipe and tubing, plastic packaging and agricultural film, automotive components, cable sheathing and special packaging for use in the electronics industry. The Company also produces tantalum in various forms including powder, wire, sheet and foil for electrolytic capacitors. Both tantalum and niobium and their alloys are produced by the Company in wrought form for non-electronic applications such as chemical process equipment and the production of superalloys, and for various other industrial, defense, aerospace and medical applications. The Company maintained an approximately 42.5% ownership interest in Cabot Safety Corporation, after restructuring the Company's safety products and specialty composites business in July 1995. Cabot Safety Corporation manufactures and sells personal safety products, as well as energy absorbing, vibration damping and impact absorbing products for industrial noise control and environmental enhancement. The Company's principal executive offices are located at 75 State Street, Boston, MA 02109. The telephone number, including area code, of the Company's principal executive offices is (617) 345-0100.

USE OF PROCEEDS

The Company will not receive any of the proceeds from the sale of the Shares by the Selling Stockholders.

PRINCIPAL AND SELLING STOCKHOLDERS

The Selling Stockholders consist of non-employee directors of the Company. Any or all of the Shares listed below under the heading "Shares Offered" may be offered for sale by the Selling Stockholders pursuant hereto. Set forth below is the name of each Selling Stockholder, the number of shares of Common Stock beneficially owned by each Selling Stockholder as of the most recent practicable date, the number of shares of Common Stock that may be offered and sold by each Selling Stockholder hereunder and the number of shares of Common Stock to be owned by each Selling Stockholder if all Shares offered hereby by such Selling Stockholder are sold. There can be no assurances that any Selling Stockholder will sell all or any of the shares of Common Stock offered by him or her hereunder.

Name -----	Shares of Common Stock Owned as of -----	Shares Offered -----	Shares of Common Stock Owned After Offering -----
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Information regarding the sales of securities by the Selling Stockholders under the above headings will be provided herein by post-effective amendment at such time or times as one or more of the non-employee directors holding shares of Common Stock pursuant to the Company's Non-Employee Directors' Stock Compensation Plan (the "Plan") wish to avail themselves of this Prospectus.

The Shares which may be offered from time to time pursuant hereto by the Selling Stockholders represent shares of Common Stock that were acquired by the Selling Stockholders under the Plan. Under the Plan, which became effective November 8, 1991, each non-employee director of the Company received initially 1,600 shares (after giving effect to various stock-splits). On January 15th in each year, commencing in 1997, each non-employee director will receive 1,600 shares of Common Stock (or a prorata number if the non-employee director is not standing for re-election) for service as a director previously rendered, and to be rendered.

PLAN OF DISTRIBUTION

Each Selling Stockholder may from time to time and subject to certain conditions effect sales of Shares earned by such Selling Stockholder under the Company's Plan. Such sales may be made in one or more transactions on the New York Stock Exchange ("NYSE") or the Pacific Stock Exchange or the Boston Stock Exchange or other securities exchanges or in the over-the-counter market or otherwise, at prices and at terms prevailing or at prices related to the then current market price, or in negotiated transactions, by gift or otherwise. If all or a portion of such shares are sold in transactions on the NYSE or the Pacific Stock Exchange or the Boston Stock Exchange, they may be sold by means of: (a) a block trade in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transactions; (b) purchases by a broker as principal and resale by such broker for its account pursuant to this Prospectus; (c) an Exchange distribution in accordance with the rules of such Exchange; (d) ordinary brokerage transactions and transactions in which the broker solicits purchasers; or (e) a combination of the foregoing methods. In effecting sales, brokers or dealers engaged by a Selling Stockholder may arrange for other brokers or dealers to participate. The brokers or dealers engaged by a Selling Stockholder may receive commissions or discounts from such Selling Stockholders in amounts to be negotiated prior to the sale. Such brokers or dealers and other participating brokers or dealers may be deemed to be "underwriters" within the meaning of the 1933 Act in connection with such sales.

EXPERTS

The consolidated balance sheets as of September 30, 1995 and 1994 and the consolidated statements of operations and cash flows for each of the three years in the period ended September 30, 1995, incorporated by reference in this Prospectus, have been incorporated by reference herein in reliance on the report of Coopers & Lybrand L.L.P., independent accountants, given on the authority of that firm as experts in accounting and auditing.

The validity of the shares of Common Stock offered hereby is being passed upon for the Company by Robert Rothberg, Esq., Cabot Corporation, 75 State Street, Boston, Massachusetts 02109. Mr. Rothberg is a Vice President and the General Counsel of the Company. At the time of rendering his opinion as to the legality of the Common Stock being registered hereunder, Mr. Rothberg had a substantial interest in the Company, as defined by the rules of the Securities and Exchange Commission, in that Mr. Rothberg owned 83,294 shares of the Company's Common Stock, with a fair market value of in excess of \$50,000, and had the right to purchase an additional 20,000 shares pursuant to the Company's 1996 Equity Incentive Plan.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article Eighth (j) of the Company's Certificate of Incorporation and Section 14 of the Company's by-laws provide that the Company shall indemnify any person who was a party, is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another company or enterprise including service as a fiduciary of an employee benefit plan against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement incurred in connection with such action, suit or proceeding to the extent permitted from time to time under the Delaware General Corporation Law. Such indemnification shall be made as authorized in a specific case upon a determination by the Board of Directors or the stockholders of the Company. The rights of indemnification are not exclusive of any other rights to which those seeking

indemnification may be entitled and shall continue as to a person who ceases to be a director, officer, employee or agent. In addition, under Article Eighth (i) no director of the Company shall be liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty, except to the extent that Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breach of fiduciary duty.

Section 145 of the Delaware General Corporation Law authorizes the indemnification of directors, officers, employees and agents against liability incurred by reason of being a director, officer, employee or agent, and against expenses (including attorneys' fees) in connection with defending any action seeking to establish liability, in the case of third-party claims, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, unless a court otherwise determines. Indemnification is also authorized with respect to any criminal action or proceeding where such person had no reasonable cause to believe his or her conduct was unlawful.

The Company's current directors' and officers' insurance policies cover directors and officers of the Company and its subsidiaries.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K, for the fiscal year ended September 30, 1995, filed under Section 13 of the Exchange Act.

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1995, filed under Section 13 of the Exchange Act.

(c) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, filed under Section 13 of the Exchange Act.

(d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 10 filed pursuant to Section 12 of the Exchange Act and the description of the Company's Preferred Stock Purchase Rights contained in the Company's Registration Statement on Form 8-A filed pursuant to Section 12 of the Exchange Act.

All reports and other documents subsequently filed by the Company pursuant to Sections 13, 14 or 15(d) of the Exchange Act, prior to filing a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed incorporated by reference herein and to be part hereof from the date of the filing of such report and documents.

Item 4. Description of Securities

The Company's Common Stock is registered under Section 12 of the Exchange Act and the Company's Preferred Stock Purchase Rights is registered under Section 12 of the Exchange Act. See Item 3(d) regarding the description of the Company's Common Stock and the Company's Preferred Stock Purchase Rights.

Item 5. Interests of Named Experts and Counsel

The validity of the shares of Common Stock offered hereby is being passed upon for the Company by Robert Rothberg, Esq. At the time of rendering his opinion as to the legality of the Common Stock being registered hereunder, Mr. Rothberg had a substantial interest in the Company, as defined by the rules of the Securities and Exchange Commission, in that the fair market value of the 83,294 shares of Common Stock beneficially owned by him exceeds \$50,000, and he had the right to purchase an additional 20,000 shares pursuant to the Company's 1996 Equity Incentive Plan. Also, at such time Mr. Rothberg was connected with the Company in that he was a Vice President and the General Counsel of the Company.

Item 6. Indemnification of Directors and Officers

Article Eighth (j) of the Company's Certificate of Incorporation and Section 14 of the Company's by-laws provide that the Company shall indemnify any person who was a party, is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another company or enterprise including service as a fiduciary of an employee benefit plan against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement incurred in connection with such action, suit or proceeding to the extent permitted from time to time under the Delaware General Corporation Law. Such indemnification shall be

made as authorized in a specific case upon a determination by the Board of Directors or the stockholders of the Company. The rights of indemnification are not exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who ceases to be a director, officer, employee or agent. In addition, under Article Eighth (i) no director of the Company shall be liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty, except to the extent that Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breach of fiduciary duty.

Section 145 of the Delaware General Corporation Law authorizes the indemnification of directors, officers, employees and agents against liability incurred by reason of being a director, officer, employee or agent, and against expenses (including attorneys' fees) in connection with defending any action seeking to establish liability, in the case of third-party claims, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, unless a court otherwise determines. Indemnification is also authorized with respect to any criminal action or proceeding where such person had no reasonable cause to believe his or her conduct was unlawful.

The Company's current directors' and officers' insurance policies cover directors and officers of the Company and its subsidiaries.

Item 7. Exemption from Registration Claimed

Certain of the shares of Common Stock to be resold by the Selling Stockholders named in the Prospectus prepared in accordance with Part I of Form S-3 were issued by the Registrant to the Selling Stockholders pursuant to an exemption from registration under the Act by virtue of Section 4(2) thereof. The shares were issued to the Selling Stockholders pursuant to the Registrant's Non-Employee Directors' Stock Compensation Plan, a written plan in connection with the Selling Stockholders' service as outside directors for the Company. The Selling Stockholders had access, by virtue of their positions on the Company's Board of Directors, to sufficient information to make an informed investment decision.

Item 8. Exhibits

Exhibit
Number

- 5 Opinion of Robert Rothberg.
- 23.1 Consent of Robert Rothberg is contained in his opinion filed as Exhibit 5 to this Registration Statement.
- 23.2 Consent of Coopers & Lybrand L.L.P.
- 24 Power of Attorney.
- 99 Non-Employee Directors' Stock Compensation Plan.

Item 9. Undertakings

A. Subsequent Exchange Act Documents.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

B. To Transmit Certain Material.

The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus to each person to whom the prospectus is sent or given, a copy of the registrant's latest annual report to stockholders furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934. Where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, the undersigned also undertakes to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

C. Undertaking to Update Annually.

The undersigned registrant hereby undertakes: (1) to file during any period in which offers or sales are made, a post-effective amendment to the registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change in such information in the registration statement; (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. Provided, however, that if the information required to be included in a post-effective amendment by clauses (1)(i) and (1)(ii) of this paragraph is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, the registrant need not file a post-effective amendment to provide such information.

D. Indemnification.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, and the Commonwealth of Massachusetts, June XX, 1996.

CABOT CORPORATION

By /s/ Kenyon C. Gilson

 Kenyon C. Gilson
 Executive Vice President
 and Chief Financial Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED.

SIGNATURE -----	TITLE -----	DATE ----
PRINCIPAL EXECUTIVE OFFICER		
/s/ * ----- (Samuel W. Bodman)	Chairman of the Board of Directors and Chief Executive Officer	June 21, 1996
PRINCIPAL FINANCIAL OFFICER		
/s/ Kenyon C. Gilson ----- (Kenyon C. Gilson)	Executive Vice President and Chief Financial Officer	June 21, 1996
PRINCIPAL ACCOUNTING OFFICER		
/s/ * ----- (Paul J. Gormisky)	Vice President and Controller	June 21, 1996
MAJORITY OF THE BOARD OF DIRECTORS		
* ----- (Kennett F. Burnes)	Director	June 21, 1996
* ----- (Jane C. Bradley)	Director	June 21, 1996
* ----- (John G.L. Cabot)	Director	June 21, 1996
* ----- (Arthur L. Goldstein)	Director	June 21, 1996
* ----- (Robert P. Henderson)	Director	June 21, 1996
* ----- (Arnold S. Hiatt)	Director	June 21, 1996
* ----- (John H. McArthur)	Director	June 21, 1996

* ----- (John F. O'Brien)	Director	June 21, 1996
* ----- (David V. Ragone)	Director	June 21, 1996
* ----- (Charles P. Siess, Jr.)	Director	June 21, 1996

SIGNATURE

TITLE

DATE

*

Director

June 21, 1996

(Morris Tanenbaum)

*

Director

June 21, 1996

(Lydia W. Thomas)

*By /s/ CHARLES D. GERLINGER

June 21, 1996

Charles D. Gerlinger
As Attorney-in-Fact**

** By authority of Power of Attorney filed as Exhibit 24 to this Registration Statement

EXHIBIT INDEX

Exhibit Number -----	Page -----
5	Opinion of Robert Rothberg, Vice President and General Counsel.
23.1	Consent of Robert Rothberg is contained in the Opinion filed as Exhibit 5 to this Registration Statement.
23.2	Consent of Coopers & Lybrand L.L.P.
24	Power of Attorney.
99	Non-Employee Directors' Stock Compensation Plan.

June 21, 1996

Cabot Corporation
75 State Street
Boston, Massachusetts 02109

Ladies and Gentlemen:

I am a Vice President and General Counsel of Cabot Corporation, a Delaware corporation (the "Company"). In that capacity, I have acted as counsel for the Company, with respect to the Company's Forms S-8 Registration Statement (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, by the Company of an aggregate of 400,000 shares of Common Stock, par value \$1.00 per share (the "Shares"), subject to purchase under the Cabot Corporation Non-Employee Directors' Stock Compensation Plan (the "Plan").

As counsel for the Company, I have examined, among other things, the provisions of such applicable federal and state laws and certain corporate records and proceedings, including the originals and/or copies of such documents, certificates and records as I have deemed necessary and appropriate in order to render this opinion.

Based on the foregoing, I am of the opinion that the Shares have been duly and validly authorized for issuance by all necessary corporate action on the part of the Company and, upon delivery thereof and payment therefor in accordance with the Plan and the Registration Statement, will be validly issued, fully paid, and non-assessable.

I consent to being named in the Registration Statement and related prospectus as counsel who is passing upon the legality of the Shares. I also consent to your filing copies of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Robert Rothberg

Robert Rothberg
Vice President and General Counsel
Cabot Corporation

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 30, 1995, except for the information in Note I, for which the date is December 1, 1995, on our audits of the consolidated financial statements of Cabot Corporation as of September 30, 1995 and 1994, and for the years ended September 30, 1995, 1994 and 1993 which report is included in the Company's Annual Report on Form 10-K. We also consent to the reference to our firm under the caption "Experts."

Coopers & Lybrand L.L.P.

Boston, Massachusetts
June 21, 1996

POWER OF ATTORNEY

We, the undersigned directors and officers of Cabot Corporation, hereby severally constitute and appoint Charles D. Gerlinger and William F. Robinson, Jr., and each of them, our true and lawful attorneys with full power to (i) sign for us, and in our names in the capacities indicated below, a Registration Statement to be filed with the Securities and Exchange Commission for the purpose of registering certain shares of Common Stock of Cabot Corporation, \$1 par value, to be issued pursuant to the Non-Employee Directors' Stock Compensation Plan, and any and all amendments thereto, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or either of them, to said Registration Statement and (ii) to file such Registration Statement and amendments with the Securities and Exchange Commission on behalf of Cabot Corporation.

Signature -----	Title -----	Date -----
/s/ Samuel W. Bodman ----- Samuel W. Bodman	Director and Chairman of the Board (Chief Executive Officer)	May 10, 1996
/s/ Kennett F. Burnes ----- Kennett F. Burnes	Director and President	May 10, 1996
/s/ Kenyon C. Gilson ----- Kenyon C. Gilson	Executive Vice President and Chief Financial Officer	May 10, 1996
/s/ Paul J. Gormisky ----- Paul J. Gormisky	Vice President and Controller (Principal Accounting Officer)	May 10, 1996
/s/ Jane C. Bradley ----- Jane C. Bradley	Director	May 10, 1996
/s/ John G.L. Cabot ----- John G.L. Cabot	Director	May 10, 1996
/s/ Arthur L. Goldstein ----- Arthur L. Goldstein	Director	May 10, 1996
/s/ Robert P. Henderson ----- Robert P. Henderson	Director	May 10, 1996

Signature -----	Title -----	Date -----
/s/ Arnold S. Hiatt ----- Arnold S. Hiatt	Director	May 10, 1996
/s/ John H. McArthur ----- John H. McArthur	Director	May 10, 1996
/s/ John F. O'Brien ----- John F. O'Brien	Director	May 10, 1996
/s/ David V. Ragone ----- David V. Ragone	Director	May 10, 1996
/s/ Charles P. Siess, Jr. ----- Charles P. Siess, Jr.	Director	May 10, 1996
/s/ Morris Tanenbaum ----- Morris Tanenbaum	Director	May 10, 1996
/s/ Lydia W. Thomas ----- Lydia W. Thomas	Director	May 10, 1996

CABOT CORPORATION

NON-EMPLOYEE DIRECTORS' STOCK COMPENSATION PLAN

1. Purpose.

The purpose of the Cabot Corporation Non-Employee Directors' Stock Compensation Plan (the "Plan") is to advance the interests of Cabot Corporation and its stockholders by helping to attract and retain highly qualified, non-employee directors. The Plan shall be interpreted and implemented in a manner so that eligible Non-employee Directors will not fail, by reason of the Plan or its implementation, to be "disinterested persons" within the meaning of Rule 16(b)3 of the Securities Exchange Act of 1934, as such Rule and such Act may be amended.

2. Definition.

Unless the context clearly indicates otherwise, the following terms when used in the Plan shall have the meanings set forth in this section:

- a. "Board of Directors" shall mean the Board of Directors of the Company.
- b. "Company" shall mean Cabot Corporation, a Delaware corporation, or its successor.
- c. "Non-employee Directors" shall mean any member of the Board of Directors who is not also an employee of the Company or any of its affiliates.
- d. "Common Stock" shall mean the shares of common stock of the Company, \$1 par value per share.

3. Shares of Common Stock Subject to the Plan.

Common Stock may be shares of the Company's authorized but unissued or reacquired shares of Common Stock.

4. Eligibility.

Only Non-employee Directors shall be eligible to receive shares of Common Stock under the Plan.

5. Awards of Common Stock.

On the date of the January meeting of the Board of Directors (or if no such meeting is held, on January 15th) in each fiscal year of the Company, the Company shall issue 400 shares of Common Stock to each Non-employee Director as a portion of his or her annual compensation received as a Non-employee Director. In the event the Director is first elected after the commencement of the fiscal year, the shares issuable to him or her shall be prorated.

6. Adjustments.

In the event of any reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, issuance of rights or any other change in the capital structure of the Company, the number of shares of Common Stock to be issued hereunder shall be equitably adjusted to reflect the occurrence of such event.

7. General Provisions.

- a. No Non-employee Director and no beneficiary or other person claiming under or through such Non-employee Director shall have any right, title or interest by reason of this Plan or any share of Common Stock to any particular assets of the Company. The Company shall not be required to establish any fund or make any other segregation of assets to assure the award of Common Stock hereunder.
- b. No right under the Plan shall be subject to anticipation, sale, assignment, pledge, encumbrance or charge except by will or the law of descent and distribution.
- c. Notwithstanding any other provision of the Plan or agreements made pursuant hereto, the Company shall not be required to issue or deliver any certificate for shares of Common Stock under this Plan prior to fulfillment of all of the following conditions:
 1. Any required listing or approval upon notice of issuance of such shares on any securities exchange on which the Common Stock may then be traded.
 2. Any registration or other qualification of such shares under any state or federal law or regulation or other qualification which the Board of Directors shall upon the advice of counsel deem necessary or advisable.
 3. The obtaining of any other required consent or approval or permit from any state or federal government agency.

- d. In no event shall the Company be required to issue a fractional share hereunder.
- e. The issuance of shares to Non-employee Directors or to their legal representatives shall be subject to any applicable taxes or other laws or regulations of the United States of America or any state or commonwealth having jurisdiction thereover.

8. Effective date; Termination and Amendment.

- a. This Plan shall become effective on the date of its adoption by the Board of Directors provided, however, that any grants made under the Plan prior to its approval by the holders of a majority of the outstanding shares of Common Stock and Series B ESOP Convertible Preferred Stock of the Company voted either in person or by proxy at a duly held meeting of the stockholders of the Company shall be subject to such approval.
- b. The Plan shall terminate on the date that occurs 20 years after its effective date. The Board of Directors may also terminate the Plan or make such modifications or amendments to the Plan as it may deem advisable, provided, however, that the Board of Directors may not amend the Plan:
 - (1) more often than once every six months, other than to comport with changes in the Internal Revenue Code, the Employee Retirement Income Security Act, or the rules thereunder; and
 - (2) without the affirmative vote of the holders of a majority of the outstanding shares of Common Stock and Series B ESOP Convertible Preferred Stock entitled to vote for any of the following purposes:
 - (i) increase the maximum number of shares of Common Stock which may be awarded under the Plan
 - (ii) extend the period during which any shares of Common Stock may be awarded;
 - (iii) change the requirements as to the classes of persons eligible to receive shares of Common Stock under the Plan; or
 - (iv) make any other amendment to the Plan for which approval by the stockholders of the Company is required pursuant to any applicable law or rule.