

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BURNES KENNETT F</b>  (Last) (First) (Middle) <b>C/O CABOT CORPORATION</b> <b>TWO SEAPORT LANE, SUITE 1300</b>  (Street) <b>BOSTON MA 02210</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CABOT CORP [ CBT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/03/2007</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2007		A		86,000 <sup>(1)</sup>	A	\$13.8	814,622	D	
Common Stock								30,948.1726 <sup>(2)</sup>	I	Through the Trustee for the Corporation's Retirement Savings Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents acquisition of shares of restricted stock awarded under Cabot's 2007 long-term incentive program. Under the terms of the award, the per share purchase price is 30% of the closing market price of Cabot common stock on May 10, 2007 (\$13.80), the date the award was approved by the Compensation Committee of Cabot's Board of Directors. Mr. Burnes was required to pay the purchase price for the shares by August 6, 2007. Mr. Burnes paid the purchase price on August 3, 2007.
- Prior to July 20, 2007, retirement plan contributions made by the Company under the Employee Stock Ownership Plan portion of Cabot's Retirement Savings Plan were made with shares of Series B ESOP Convertible Preferred Stock. Each share of this preferred stock was convertible into 146.3782 shares of Cabot's common stock. On July 20, 2007, all of the preferred stock held by the Trustee of the Retirement Savings Plan was converted to common stock. The amount reported here includes amounts that previously would have been reported under Table II as Series B ESOP Convertible Preferred Stock as well as retirement plan contributions made by the Company under the 401(k) portion of the Retirement Savings Plan.

**Remarks:**

Michaela Allbee, pursuant to a  
Power of Attorney from 08/07/2007  
Kennett Burnes

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.