**CRONIN JAMES P** 

Form 4

February 10, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL OMB** 3235-0287 Number:

Washington, D.C. 20549

January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Pe	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	CYTEC INDUSTRIES INC/DE/ [CYT]	(Check all applicable)		
(Last) (First) (Mi 5 GARRET MOUNTAIN PLA	ddle) 3. Date of Earliest Transaction (Month/Day/Year)  AZA 02/08/2006	Director 10% Owner _X_ Officer (give title Other (specification) below)  Executive VP and CFO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting		
WEST PATERSON, NJ 07424 (City) (State) (Z	ua.	Person  Acquired Disposed of an Peneficially Own		

	1 mon 2 mon 2 mon 1 mon 2 mon								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acqui	red	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			G 1 17		or (D)		(Instr. 3 and 4)		
			Code V	Amount	(D) P	rice			
Common	02/08/2006		D	10,487	<b>D</b> (1	)	70,519	D	
Stock	02/00/2000		D	10,407	$D \square$	_	70,519	D	
Common							26,046	I (3)	savings
Stock (2)							20,040	1 💛	plan <u>(2)</u>

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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## 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N S
Deferred Stock Award	(1)	02/08/2006		A	10,656.521	<u>(1)</u>	<u>(1)</u>	Common Stock	1
Stock Appreciation Right	\$ 49.49	02/08/2006		A	32,500	<u>(4)</u>	02/07/2016	Common Stock	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRONIN JAMES P 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424

**Executive VP and CFO** 

### **Signatures**

James P. Cronin 02/10/2006

\*\*Signature of Pate 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).
  - Pursuant to Cytec's 1993 Stock Award and Incentive Plan, Common Stock represented by a previously granted performance stock award for which performance goals were satisfied was forfeited and replaced by a deferred stock award including deferred dividend equivalents.
- Deferred stock awards are paid for no additional consideration in the form of equivalent numbers of shares of Common Stock following termination of employment with the Company.
- (2) Includes 2900 shares Beneficial ownership disclaimed; owned by wife.
- (3) 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).
- (4) Exercisable in one-third installments on each of first three anniversaries of date of grant.

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.

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