

CYTEC INDUSTRIES INC/DE/  
Form 4  
May 04, 2006

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
JOHNSON BARRY C

2. Issuer Name and Ticker or Trading Symbol  
CYTEC INDUSTRIES INC/DE/  
[CYT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1319 WOODDED WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BRYN MAWR, PA 19010

(City) (State) (Zip)

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

**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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

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| (Instr. 3)<br>Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares | (Instr. 5) |
|--|------------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|------------|
| Deferred<br>Stock<br>Award                       | (1) 05/02/2006   |   | A    |   | 899 |     | (1)                 | (1)                | Common<br>Stock | 899                                    | \$ 61.1    |

**Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| JOHNSON BARRY C<br>1319 WOODDED WAY<br>BRYN MAWR, PA 19010 |               | X         |         |       |

**Signatures**

|  |            |
|--|------------|
| James Young on behalf of Barry C.<br>Johnson | 05/04/2006 |
| **Signature of 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).

(1) On 5/2/06, Mr. Johnson became entitled to receive an award of 899 shares of Restricted Stock (i.e. shares of Common Stock, restrictions which lapse upon the stock becoming non-forfeitable) as part of his annual retainer for serving on the Board. The Restricted Stock becomes non-forfeitable on the 3rd anniv. of the grant of the award, or immed. upon a Change-in-Control (as defined in 1993 Stock Award and Incentive Plan). If his service terminates prior to the award becoming non-forfeitable (except in certain circumstances set forth in the award letter), the award reverts back to Cytec. In accord. with the Plan, Mr. Johnson elected to receive a Deferred Stock award (a deriv. security) of 899 shares in lieu of the Restricted Stock award. The Deferred Stock award will be subj. to the same forfeiture provisions as the Restricted Stock award. Deferred Stock awards are paid for no additional consideration in the form of equivalent number of shares of Common Stock following sep. of service.

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.