

CRONIN JAMES P
Form 4
December 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CRONIN JAMES P

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)
5 GARRET MOUNTAIN PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive VP and CFO

WEST PATERSON, NJ 07424

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/12/2005 | | M | | 2,500 | A | \$ 25.0833 |
| Common Stock | 12/12/2005 | | S | | 2,500 | D | \$ 45.68 |
| Common Stock | 12/13/2005 | | M | | 2,500 | A | \$ 25.0833 |
| Common Stock | 12/13/2005 | | S | | 2,500 | D | \$ 45.99 |
| Common Stock | 12/13/2005 | | M | | 2,500 | A | \$ 25.0833 |

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| | | | | | | | | |
|-------------------------|------------|---|-------|---|------------|--------|--------------|-------------------------|
| Common Stock | 12/13/2005 | S | 2,500 | D | \$ 46.25 | 81,006 | D | |
| Common Stock | 12/14/2005 | M | 3,250 | A | \$ 25.0833 | 84,256 | D | |
| Common Stock | 12/14/2005 | S | 3,250 | D | \$ 46.5 | 81,006 | D | |
| Common Stock <u>(1)</u> | | | | | | 25,685 | I <u>(2)</u> | savings plan <u>(1)</u> |

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 (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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option Right to buy | \$ 25.0833 | 12/12/2005 | | M | 2,500 | 02/15/1997 02/14/2006 | Common Stock | 2,500 |
| Option Right to buy | \$ 25.0833 | 12/13/2005 | | M | 2,500 | 02/15/1997 02/14/2006 | Common Stock | 2,500 |
| Option Right to buy | \$ 25.0833 | 12/13/2005 | | M | 2,500 | 02/15/1997 02/14/2006 | Common Stock | 2,500 |
| Option Right to buy | \$ 25.0833 | 12/14/2005 | | M | 3,250 | 02/15/1997 02/14/2006 | Common Stock | 3,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

Executive VP and CFO

Signatures

James P. Cronin 12/14/2005

**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) Includes 2900 shares Beneficial ownership disclaimed; owned by wife.
- (2) 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).

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