CYTEC INDUSTRIES INC/DE/

Form 4

August 18, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LILLEY DAVID	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	CYTEC INDUSTRIES INC/DE/ [CYT]	(Check all applicable)		
(Last) (First) (Middle) 5 GARRET MOUNTAIN PLAZA	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2006	X Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO		
(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		
WEST PATERSON, NJ 07424		Form filed by More than One Reporting Person		

(City)	(State) ((Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/16/2006		M(1)	5,000	A	\$ 40.25	42,072	D	
Common Stock	08/16/2006		S <u>(1)</u>	400	D	\$ 50.81	41,672	D	
Common Stock	08/16/2006		S <u>(1)</u>	100	D	\$ 50.88	41,572	D	
Common Stock	08/16/2006		S(1)	400	D	\$ 50.89	41,172	D	
Common Stock	08/16/2006		S <u>(1)</u>	100	D	\$ 50.9	41,072	D	

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Common Stock	08/16/2006	S <u>(1)</u>	1,000	D	\$ 50.97	40,072	D	
Common Stock	08/16/2006	S <u>(1)</u>	1,000	D	\$ 50.98	39,072	D	
Common Stock	08/16/2006	S <u>(1)</u>	1,500	D	\$ 51.02	37,572	D	
Common Stock	08/16/2006	S <u>(1)</u>	500	D	\$ 51.08	37,072	D	
Common Stock	08/17/2006	M <u>(1)</u>	5,000	A	\$ 40.25	42,072	D	
Common Stock	08/17/2006	S <u>(1)</u>	1,000	D	\$ 51.3	41,072	D	
Common Stock	08/17/2006	S <u>(1)</u>	200	D	\$ 51.35	40,872	D	
Common Stock	08/17/2006	S <u>(1)</u>	1,000	D	\$ 51.4	39,872	D	
Common Stock	08/17/2006	S <u>(1)</u>	300	D	\$ 51.41	39,572	D	
Common Stock	08/17/2006	S(1)	500	D	\$ 51.42	39,072	D	
Common Stock	08/17/2006	S <u>(1)</u>	1,000	D	\$ 51.55	38,072	D	
Common Stock	08/17/2006	S <u>(1)</u>	1,000	D	\$ 51.63	37,072	D	
Common Stock						6,206	I (2) (3)	savings plan

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	omf Derivative	Expiration Date	Underlying Securities	Γ
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(!
	Derivative				(A) or			
	Security				Disposed of			
					(D)			

(Instr. 3, 4, and 5)

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Right to buy	\$ 40.25	08/16/2006	M <u>(1)</u>	5,000	01/07/1998	01/06/2007	Common Stock	5,000
Option Right to buy	\$ 40.25	08/17/2006	M <u>(1)</u>	5,000	01/07/1998	01/06/2007	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runne, radices	Director	10% Owner	Officer	Other		
LILLEY DAVID 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	X		Chairman, President and CEO			

Signatures

James M. Young on behalf of David
Lilley
08/18/2006

**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) This option was exercised, and the shares of common stock received upon exercise were sold pursuant to a Rule 10b5-1 trading plan that was adopted in August 2006.
- (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).
- (3) 203 shares beneficial ownership disclaimed; owned as custodian for daughter

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