CRONIN JAMES P

Form 4

August 25, 2006

# FORM 4

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

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

OMB APPROVAL

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|---|---|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]<br>**CRONIN JAMES P** | 2. Issuer Name **and** Ticker or Trading Symbol<br>**CYTEC INDUSTRIES INC/DE/ [CYT]** | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br>_____ Director _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below) below)<br>Executive VP and CFO |
|---|---|---|
| (Last) (First) (Middle)<br>**5 GARRET MOUNTAIN PLAZA5 GARRET MOUNTAIN** | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/25/2006 | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| **WEST PATERSON, NJ 07424** | | |
| (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 | | | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8 D |
|---|---|---|---|---|---|---|---|---|

| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | (Month/Day/Year) | | (Instr. 3 and 4) | | S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Award | (1) | 08/25/2006 | | A | 141.466 | | | (1) | (1) | Common Stock | 141.466 | |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CRONIN JAMES P 5 GARRET MOUNTAIN PLAZA5 GARRET MOUNTAIN WEST PATERSON, NJ 07424 | | | Executive VP and CFO | |

## Signatures

| James M. Young on behalf of James P. Cronin | 08/25/2006 |
|---|---|
| **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) Dividend equivalent award on previously granted deferred stock award. 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.

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.