

LILLEY DAVID

Form 4

August 29, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLEY DAVID

(Last) (First) (Middle)

5 GARRET MOUNTAIN PLAZA

(Street)

WEST PATERSON, NJ 07424

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman, President and CEO

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

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)
Common Stock	08/28/2006		M ⁽¹⁾	V Amount (A) or (D) Price 5,000 A \$ 40.25	42,072	D	
Common Stock	08/28/2006		S ⁽¹⁾	500 D \$ 49.68	41,572	D	
Common Stock	08/28/2006		S ⁽¹⁾	2,000 D \$ 49.7	39,572	D	
Common Stock	08/28/2006		S ⁽¹⁾	500 D \$ 49.74	39,072	D	
Common Stock	08/28/2006		S ⁽¹⁾	900 D \$ 50	38,172	D	

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Common Stock	08/28/2006	<u>S</u> (1)	300	D	\$ 50.01	37,872	D	
Common Stock	08/28/2006	<u>S</u> (1)	200	D	\$ 50.04	37,672	D	
Common Stock	08/28/2006	<u>S</u> (1)	600	D	\$ 50.05	37,072	D	
Common Stock	08/29/2006	<u>M</u> (1)	5,000	A	\$ 40.25	42,072	D	
Common Stock	08/29/2006	<u>S</u> (1)	800	D	\$ 50.8	41,272	D	
Common Stock	08/29/2006	<u>S</u> (1)	200	D	\$ 50.86	41,072	D	
Common Stock	08/29/2006	<u>S</u> (1)	400	D	\$ 50.9	40,672	D	
Common Stock	08/29/2006	<u>S</u> (1)	100	D	\$ 50.92	40,572	D	
Common Stock	08/29/2006	<u>S</u> (1)	300	D	\$ 50.93	40,272	D	
Common Stock	08/29/2006	<u>S</u> (1)	200	D	\$ 50.95	40,072	D	
Common Stock	08/29/2006	<u>S</u> (1)	100	D	\$ 50.97	39,972	D	
Common Stock	08/29/2006	<u>S</u> (1)	400	D	\$ 50.98	39,572	D	
Common Stock	08/29/2006	<u>S</u> (1)	100	D	\$ 50.99	39,472	D	
Common Stock	08/29/2006	<u>S</u> (1)	400	D	\$ 51	39,072	D	
Common Stock	08/29/2006	<u>S</u> (1)	300	D	\$ 51.02	38,772	D	
Common Stock	08/29/2006	<u>S</u> (1)	400	D	\$ 51.03	38,372	D	
Common Stock	08/29/2006	<u>S</u> (1)	600	D	\$ 51.04	37,772	D	
Common Stock	08/29/2006	<u>S</u> (1)	300	D	\$ 51.05	37,472	D	
Common Stock	08/29/2006	<u>S</u> (1)	400	D	\$ 51.07	37,072	D	
Common Stock						6,206	I <u>(2)</u> <u>(3)</u>	savings plan

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

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(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. Underlying Security Description (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Right to buy	\$ 40.25	08/28/2006		M ⁽¹⁾		5,000		01/07/1998	01/06/2007	Common Stock	5,000
Option Right to buy	\$ 40.25	08/29/2006		M ⁽¹⁾		5,000		01/07/1998	01/06/2007	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

08/29/2006

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)

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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

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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