CYTEC INDUSTRIES INC/DE/

Form 4

September 13, 2006

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

OMB 3235-0287 Number:

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burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LILLEY DAVID

2. Issuer Name and Ticker or Trading

Symbol CYTEC INDUSTRIES INC/DE/ 5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) [CYT]

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

X Director 10% Owner _X__ Officer (give title _ Other (specify

(Check all applicable)

5 GARRET MOUNTAIN PLAZA

(Street)

09/11/2006

below) Chairman, President and CEO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WEST PATERSON, NJ 07424

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/11/2006		M(1)	5,000	A	\$ 40.25	42,072	D	
Common Stock	09/11/2006		S <u>(1)</u>	400	D	\$ 51.6	41,672	D	
Common Stock	09/11/2006		S <u>(1)</u>	200	D	\$ 51.62	41,472	D	
Common Stock	09/11/2006		S(1)	200	D	\$ 51.63	41,272	D	
Common Stock	09/11/2006		S(1)	400	D	\$ 51.65	40,872	D	

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Common Stock	09/11/2006	S <u>(1)</u>	200	D	\$ 51.68	40,672	D	
Common Stock	09/11/2006	S <u>(1)</u>	800	D	\$ 51.7	39,872	D	
Common Stock	09/11/2006	S(1)	200	D	\$ 51.74	39,672	D	
Common Stock	09/11/2006	S(1)	300	D	\$ 51.75	39,372	D	
Common Stock	09/11/2006	S(1)	300	D	\$ 51.8	39,072	D	
Common Stock	09/11/2006	S(1)	200	D	\$ 51.82	38,872	D	
Common Stock	09/11/2006	S(1)	500	D	\$ 51.85	38,372	D	
Common Stock	09/11/2006	S(1)	600	D	\$ 51.87	37,772	D	
Common Stock	09/11/2006	S(1)	200	D	\$ 51.88	37,572	D	
Common Stock	09/11/2006	S(1)	200	D	\$ 52.1	37,372	D	
Common Stock	09/11/2006	S <u>(1)</u>	200	D	\$ 52.18	37,172	D	
Common Stock	09/11/2006	S <u>(1)</u>	100	D	\$ 52.19	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	09/11/2006	M <u>(1)</u>	5,000	01/07/1998	01/06/2007	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationsnips					
	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
09/13/2006

**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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