#### CYTEC INDUSTRIES INC/DE/

Form 4

October 31, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* UCB S.A.

2. Issuer Name and Ticker or Trading

Symbol

CYTEC INDUSTRIES INC/DE/

[CYT]

3. Date of Earliest Transaction (Last) (First) (Middle)

(Month/Day/Year)

ALLEE DE LA RECHERCHE 60 10/17/2006

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

Issuer

below)

Director

Applicable Line)

Officer (give title

**BRUSSELS BELGIUM 1070** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person

(Check all applicable)

Estimated average

burden hours per

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Securities any

8.

D

S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)					(]
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to sell (1)	\$ 59.3043	10/17/2006		J	13,500 (1) (2)		(1)(2)	(1)(2)	Common Stock	13,500 (1) (2)	
Contract to sell (1)	\$ 59.3632	10/18/2006		J	21,800 (1) (2)		(1)(2)	(1)(2)	Common Stock	21,800 (1) (2)	
Contract to sell (1)	\$ 59.146	10/19/2006		J	38,900 (1) (2)		(1)(2)	(1)(2)	Common Stock	38,900 (1) (2)	
Contract to sell (1)	\$ 55.8372	10/20/2006		J	315,400 (1) (2)		(1)(2)	(1)(2)	Common Stock	315,400 (1) (2)	
Contract to sell (1)	\$ 53.8802	10/23/2006		J	201,200 (1) (2)		(1)(2)	(1)(2)	Common Stock	201,200 (1) (2)	
Contract to sell (1)	\$ 53.7207	10/24/2006		J	81,225 (1) (2)		(1)(2)	(1)(2)	Common Stock	81,225 (1) (2)	
Contract to sell (1)	\$ 55.147	10/25/2006		J	85,700 (1) (2)		(1)(2)	(1)(2)	Common Stock	85,700 (1) (2)	
Contract to sell (1)	\$ 55.436	10/26/2006		J	5,200 <u>(1)</u> <u>(2)</u>		(1)(2)	(1)(2)	Common Stock	5,200 <u>(1)</u> <u>(2)</u>	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
UCB S.A.							
ALLEE DE LA RECHERCHE 60		X					
BRUSSELS BELGIUM 1070							

# **Signatures**

Luc Missorten, Excecutive Vice President & Chief Financial
Officer
10/31/2006

\*\*Signature of Reporting Person

Reporting Owners 2

Date

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## **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).
  - On October 17, 2006, UCB S.A. ("UCB") and Bear, Stearns International Limited ("Bear Stearns") entered into a forward sale contract (the "Contract") that relates to an aggregate of 762,925 shares of common stock. During the period of the Contract, UCB will retain
- (1) ownership of all shares, including voting rights. The Contract provides that UCB will deliver on March 8, 2007 the number of shares of common stock set forth in column 7 of Table II of this Form 4 under "Amount of Underlying Securities" in exchange for the price per share (the "Forward Price") set forth in column 2 of Table II of this Form 4 under "Conversion or Exercise Price of Derivative Security".
- UCB has the right to cash settle the Contract by paying an amount in cash equal to the value of the shares it would otherwise be obligated to deliver. In the event of stock splits, spinoffs, mergers or similar events affecting the common stock, the Contract is subject to adjustment depending on the nature of the transaction. UCB has pledged 762,925 shares of common stock to secure its obligation under the Contract.

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.