

CRONIN JAMES P

Form 4

August 19, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRONIN JAMES P

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5 GARRET MOUNTAIN PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2005

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive VP and CFO

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
____ 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		
Common Stock	08/17/2005		M		1,000	A	\$ 25.0833	82,006	D
Common Stock	08/17/2005		M		1,000	A	\$ 25.0833	83,006	D
Common Stock	08/17/2005		S		1,000	D	\$ 47.61	82,006	D
Common Stock	08/17/2005		S		1,000	D	\$ 47.451	81,006	D
Common Stock	08/18/2005		M		1,000	A	\$ 25.0833	82,006	D

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Common Stock	08/18/2005	S	1,000	D	\$ 47.15	81,006	D	
Common Stock <u>(1)</u>						25,685	I <u>(2)</u>	savings plan <u>(1)</u>

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 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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option Right to buy	\$ 25.0833	08/17/2005		M		1,000		02/15/1999	02/14/2006	Common Stock	1,000	2
Option Right to buy	\$ 25.0833	08/17/2005		M		1,000		02/15/1999	02/14/2006	Common Stock	1,000	2
Option Right to buy	\$ 25.0833	08/18/2005		M		1,000		02/15/1999	02/14/2006	Common Stock	1,000	2

Reporting Owners

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

Signatures

James P. Cronin

08/19/2005

__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) Includes 2900 shares Beneficial ownership disclaimed; owned by wife.
- (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).

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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