LILLEY DAVID

Form 4

November 30, 2004

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

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

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Section 16.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LILLEY DAVID

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CYTEC INDUSTRIES INC/DE/ [CYT]

(Check all applicable)

(Last)

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

X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year)

below) Chairman, President and CEO

5 GARRET MOUNTAIN PLAZA 08/25/2004

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

_X__ Director

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

Person

WEST PATERSON, NJ 07424

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

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

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (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)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	3) Price of (M Derivative Security		(Month/Day/Year)	(Month/Day/Year) (Instr. 8)				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			C	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Award	(1)	08/25/2004		A		180.254		<u>(1)</u>	<u>(1)</u>	Common Stock	180.254	

Reporting Owners

Reporting Owner Name / Address	Relationships							
2	Director	10% Owner	Officer	Other				
LILLEY DAVID 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	X		Chairman, President and CEO					

Signatures

Roy Smith on behalf of David Lilley 11/30/2004

**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) Deferred Stock Award paid as dividend equivalents on outstanding deferred stock. Deferred Stock Awards are paid for no additional consideration in the form of additional 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.

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