CYTEC INDUSTRIES INC/DE/
Form 4
October 06, 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

(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/** **[CYT]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chairman, President and CEO
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
5 GARRET MOUNTAIN PLAZA5 GARRET MOUNTAIN	10/05/2006	
(Street)	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	10/05/2006		M(1)		5,000	A	$ 40.125	42,072	D	
Common Stock	10/05/2006		S(1)		200	D	$ 55.56	41,872	D	
Common Stock	10/05/2006		S(1)		100	D	$ 55.66	41,772	D	
Common Stock	10/05/2006		S(1)		1,200	D	$ 55.71	40,572	D	
Common Stock	10/05/2006		S(1)		500	D	$ 55.72	40,072	D	

Common Stock	10/05/2006	S[(1)]	500	D	$ 55.73	39,572	D
Common Stock	10/05/2006	S[(1)]	500	D	$ 55.74	39,072	D
Common Stock	10/05/2006	S[(1)]	200	D	$ 55.77	38,872	D
Common Stock	10/05/2006	S[(1)]	400	D	$ 55.79	38,472	D
Common Stock	10/05/2006	S[(1)]	400	D	$ 55.8	38,072	D
Common Stock	10/05/2006	S[(1)]	500	D	$ 55.81	37,572	D
Common Stock	10/05/2006	S[(1)]	100	D	$ 55.84	37,472	D
Common Stock	10/05/2006	S[(1)]	100	D	$ 55.85	37,372	D
Common Stock	10/05/2006	S[(1)]	200	D	$ 55.88	37,172	D
Common Stock	10/05/2006	S[(1)]	100	D	$ 55.94	37,072	D
Common Stock	10/06/2006	M[(1)]	5,000	A	$ 40.125	42,072	D
Common Stock	10/06/2006	S[(1)]	200	D	$ 56.4	41,872	D
Common Stock	10/06/2006	S[(1)]	500	D	$ 56.5	41,372	D
Common Stock	10/06/2006	S[(1)]	500	D	$ 56.54	40,872	D
Common Stock	10/06/2006	S[(1)]	200	D	$ 56.55	40,672	D
Common Stock	10/06/2006	S[(1)]	500	D	$ 56.58	40,172	D
Common Stock	10/06/2006	S[(1)]	500	D	$ 56.6	39,672	D
Common Stock	10/06/2006	S[(1)]	300	D	$ 56.68	39,372	D
Common Stock	10/06/2006	S[(1)]	300	D	$ 56.69	39,072	D
Common Stock	10/06/2006	S[(1)]	300	D	$ 56.74	38,772	D
	10/06/2006	S[(1)]	100	D	$ 56.75	38,672	D

Common Stock								
Common Stock	10/06/2006		S[(1)]	1,000	D	$ 56.8	37,672	D
Common Stock	10/06/2006		S[(1)]	400	D	$ 56.9	37,272	D
Common Stock	10/06/2006		S[(1)]	200	D	$ 56.93	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.

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 (
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)						
Option Right to buy	$ 40.125	10/05/2006		M[(1)]			5,000		01/27/1998	01/26/2007	Common Stock	5,000	
Option Right to buy	$ 40.125	10/06/2006		M[(1)]			5,000		01/27/1998	01/26/2007	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLEY DAVID 5 GARRET MOUNTAIN PLAZA5 GARRET	X		Chairman, President and CEO	

MOUNTAIN
WEST PATERSON, NJ 07424

Signatures

 James M. Young on behalf of David
Lilley

10/06/2006

<u>**</u>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

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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