

SMITH ROY

Form 4/A

February 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH ROY

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)

WEST PATERSON, NJ 07424

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/19/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	01/19/2005	01/19/2005	A	2,858 A	30,952	D	
Common Stock	01/19/2005	01/19/2005	D	4,167 D	26,785	D	
Common Stock					17,000	I ⁽³⁾	individual retirement account
Common Stock					7,248	I ⁽⁴⁾	savings plan

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.

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Deferred Stock Award	(2)	01/19/2005	01/19/2005	A		4,202.024		(2)	(2)	Common Stock	4,202,024
Option Right-to-Buy	\$ 47.59	01/19/2005	01/19/2005	A		15,000		(5)	01/18/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH ROY 5 GARRET MOUNTAIN PLAZA WEST PATERSON, NJ 07424	VP, Gen Counsel and Secretary

Signatures

Roy Smith 02/04/2005
 **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).

- Grant of performance stock (i.e. shares of Common Stock, restrictions on which lapse if performance goals are attained) under 1993
- (1) Stock Award and Incentive Plan. Price consists of continued performance of employment relationship. In certain circumstances, performance stock may be forfeited and a deferred stock award (a derivative security) may be issued in lieu of the earned portion thereof.
- Pursuant to Cytec's 1993 Stock Award and Incentive Plan, Common Stock represented by a previously granted performance stock award for which performance goals were satisfied was forfeited and replaced by a deferred stock award including deferred dividend equivalents.
- (2) Deferred stock awards are paid for no additional consideration in the form of equivalent numbers of shares of Common Stock following termination of employment with the Company.
- (3) 1,000 shares beneficial ownership disclaimed; owned by wife
- (4) 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).

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(5) Exercisable in one-third installments on each of first three anniversaries of date of grant.

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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