

CYTEC INDUSTRIES INC/DE/
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
DRILLOCK DAVID M

(Last) (First) (Middle)
5 GARRET MOUNTAIN PLAZA
(Street)

WEST PATERSON, NJ 07424

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Controller and IR

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/16/2006 | | M | | 18,000 | A | \$ 20.4375 |
| Common Stock | 02/16/2006 | | S | | 3,000 | D | \$ 52.5303 |
| Common Stock | 02/16/2006 | | S | | 3,000 | D | \$ 52.57 |
| Common Stock | 02/16/2006 | | S | | 3,000 | D | \$ 52.58 |
| Common Stock | 02/16/2006 | | S | | 3,000 | D | \$ 52.5723 |
| | | | | | | | 30,899 |
| | | | | | | | 27,899 |
| | | | | | | | 24,899 |
| | | | | | | | 21,899 |
| | | | | | | | 18,899 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|------------------|--------------|
| Common Stock | 02/16/2006 | S | 3,000 | D | \$ 52.572 | 15,899 | D | |
| Common Stock | 02/16/2006 | S | 3,000 | D | \$ 52.55 | 12,899 | D | |
| Common Stock | | | | | | 12,311 | I ⁽¹⁾ | savings plan |

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

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Option Right to buy | \$ 20.4375 | 02/16/2006 | | M | 18,000 | 01/24/2000 | 01/24/2009 | Common Stock | 18,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DRILLOCK DAVID M
5 GARRET MOUNTAIN PLAZA
WEST PATERSON, NJ 07424

VP, Controller and IR

Signatures

David M.

Drillock

02/17/2006

**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) 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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