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# CABOT

October 31, 2001

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of the Chief Counsel  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Public Avail. Date: 1/16/02 0204200215  
Act Section Rule  
1934 14(a) 14a-8

Re: Cabot Corporation  
Commission File No. 1-5667  
Proxy Proposal by Shareholder

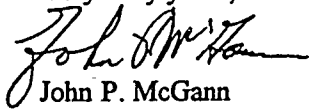
Ladies and Gentlemen:

Cabot Corporation (the "Company") received a letter (a copy of which is attached hereto as Exhibit A) containing a proposal (the "Proposal") for inclusion in the Company's proxy statement for its 2002 Annual Meeting of Stockholders from Charles O. Randolph. The Proposal is for a resolution requesting the Board of Directors to take steps to revoke a charter amendment adopted by the Stockholders in 1987.

The Proposal is identical to proposals submitted by Mr. Randolph in connection with the Company's 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000 and 2001 Annual Meetings and substantially similar to proposals submitted by Mr. Randolph in several earlier years. The Company omitted such prior proposals from its proxy materials and made the appropriate filings with the Securities and Exchange Commission in connection with such omissions; the Commission had regularly given the Company no-action letters. The Company will omit the Proposal from its proxy materials again this year, for the same reasons as in prior years.

The Commission's November 4, 1994 no-action letter (attached hereto as Exhibit B) indicates that (i) such no-action letter shall apply to any future submissions to the Company of the same or a similar proposal by Mr. Randolph, and (ii) the Company's September 29, 1994 filing pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), shall be deemed to satisfy the Company's future obligations under Rule 14a-8 with respect to the same or similar proposals submitted by Mr. Randolph.

For the reasons set forth in the preceding paragraph, this letter is being provided to the Commission for informational purposes only. Should you have any questions or comments, please do not hesitate to contact me at (617) 342-6190.

Very truly yours,  
  
John P. McGann  
Corporate Secretary

cc: Mr. Charles O. Randolph

EXHIBIT A

September 12, 2001

00057  
RECEIVED  
SEP 18 2001  
JOHN P. MCGANN

Mr. John P. McGann, Secretary - Suite 1300  
Cabot Corporation  
Two Seaport Lane  
Boston, MA 02210-2019

Dear Mr. McGann:

I am record owner of 300 Cabot shares represented by stock certificates BC 27329 dated March 22, 1970 and FBU 15721 dated November 3, 1980. I have held these shares for over one year and shall continue to hold these shares until my death.

The following shareholder proposal is intended for inclusion in the proxy statement for the 2002 Annual Meeting:

"Resolved, that the shareholders of Cabot Corporation assembled at the annual meeting in person and by proxy, hereby request that the Board of Directors take the steps necessary to rescind, repeal, revoke, and annul the resolution amending the Restated Certificate of Incorporation Limiting Director's Liability and revising Indemnification Provisions approved at our February 13, 1987 Annual Meeting."

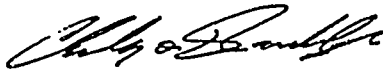
The following statements are in support of my proposal:

The Proxy Statement containing the above resolution stated, "the Company believes that if the proposed revisions to paragraph (i) are adopted, the Company and its stockholders will have relinquished their rights to recover damages from the Company's directors for breaches of their duty of care through negligence, including gross negligence."

The Proxy also stated "Adoption of the proposed revisions to Article EIGHT may discourage or deter stockholders or management from bringing a lawsuit against directors for breach of their duty, even though such an action, if successful, might otherwise have benefited the Company and its stockholders."

In my opinion, Cabot's directors should not expect to be held to such a low standard of responsibility.

Sincerely,



Charles O. Randolph  
RR 2 Box 79  
Ripley, WV 25271-9606

P. S. I hope at some point Cabot's cute handling of the SEC is embarrassing to you, Sam Bodman, and the SEC. My hope is that, in some decade - after years, years, and years, the SEC will not be putty in Cabot's hands.



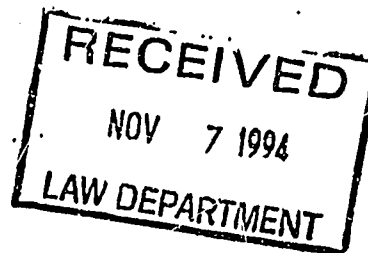
DIVISION OF  
CORPORATION FINANCE

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

EXHIBIT E 00058

November 4, 1994

Mr. Charles D. Gerlinger, Secretary  
Cabot Corporation  
75 State Street  
Boston, Massachusetts 02109-1806



Re: Cabot Corporation  
Incoming letter dated September 29, 1994

Dear Mr. Gerlinger:

This is in response to your letter of September 29, 1994 concerning a shareholder proposal submitted by Mr. Charles O. Randolph. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn  
Chief Counsel

Enclosures

cc: Mr. Charles O. Randolph  
Route 2, Box 79  
Ripley, West Virginia 25271-9606

EXHIBIT REFERENCE COPY

November 4, 1994

00059  
Public Reference Copy

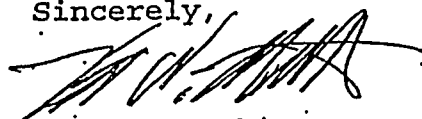
RESPONSE OF THE OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

Re: Cabot Corporation (the "Company")  
Incoming letter dated September 29, 1994

The proposal requests that the board of directors repeal the Company's resolution amending the Restated Certificate of Incorporation limiting the liability and indemnification of directors.

There appears to be some basis for your view that the proposal relates to the redress of a personal claim or grievance or is designed to result in a benefit to the proponent or to further a personal interest, which benefit or interest is not shared with the other security holders at large. Accordingly, the Division will not recommend enforcement action to the Commission if the Company omits the proposal from its proxy materials in reliance on rule 14a-8(c)(4). In reaching a position, the staff has not found it necessary to address the alternative basis for omission upon which the Company relies. This response shall also apply to any future submissions to the Company of a same or similar proposal by the same proponent. The Company's statement under rule 14a-8(d) shall be deemed by the staff to satisfy the Company's future obligations under rule 14a-8(d) with respect to the same or similar proposals submitted by the same proponent.

Sincerely,



Vincent Mathis  
Attorney Advisor

ORIGINAL RECEIVING COPY

PR  
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DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0402

January 16, 2002

John P. McGann  
Corporate Secretary  
Cabot Corporation  
Suite 1300  
Two Seaport Lane  
Boston MA 02210-2019

Act 1934  
Section \_\_\_\_\_  
Rule 14A-8  
Public Availability 1-16-2002

Re: Cabot Corporation  
Incoming letter dated October 31, 2001

Dear Mr. McGann:

This is in response to your letter of October 31, 2001 concerning a shareholder proposal submitted to Cabot by Charles O. Randolph. Noting that the proposal appears to be similar to the same proponent's proposal in Cabot Corporation (November 4, 1994), we believe that the forward-looking relief that we provided in that earlier response is sufficient to address his recent proposal. Accordingly, we believe that a specific no-action response is unnecessary.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn  
Associate Director (Legal)

cc: Charles O. Randolph  
RR 2 Box 79  
Ripley, WV 25271-9606