CABOT OIL & GAS CORP

Form 4

February 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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Check this box

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 See Instruction

Common

Stock

02/16/2005

1(b).

(Print or Type Responses)

| 1. Name and A SCHROEDI | Symbol | | Ticker or Trading GAS CORP [COG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--------------------------------------|--------------------------------------|---|---|--|--|--|---|--|--|--|
| (Last) | (First) (M | (iddle) 3. Date of | Earliest Ti | ransaction | (Cliec | ж ан аррисаотс | , | | | |
| 1200 ENCL | _ ` | (Month/Day/Year) 02/16/2005 | | | Director 10% Owner _X_ Officer (give title Other (specify below) Vice President & CFO | | | | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| HOUSTON | , TX 77077-1607 | Filed(Mor | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | Zip) Tabl | e I - Non-L | Derivative Securities Acq | uired, Disposed of | f, or Beneficial | ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

35,848

Transaction(s) (Instr. 3 and 4)

D

(A)

(D)

D

Price

52.55

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

V Amount

952

F

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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title a | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|----------------------------------|---|---------------------|--------------------|--|-----------|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transactic Code (Instr. 8) | onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amount Underlyi Securitie (Instr. 3 | ing es | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title N of | umber | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHROEDER SCOTT C 1200 ENCLAVE PARKWAY HOUSTON, TX 77077-1607

Vice President & CFO

Signatures

Lisa A. Machesney, Attorney-in-fact for Scott C. Schroeder.

02/18/2005

**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).

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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