

CABOT OIL & GAS CORP  
Form 4  
February 21, 2012

**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 \*  
DINGES DAN O

(Last) (First) (Middle)

840 GESSNER ROAD, SUITE 1400

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CABOT OIL & GAS CORP [COG]

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

02/16/2012

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)

Chairman, President & CEO

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 or Price		
Common Stock	02/17/2012		A <sup>(1)</sup>		29,130 A \$ 0	1,259,974 <sup>(2)</sup>	D
Common Stock	02/17/2012		F <sup>(3)</sup>		10,618 D \$ 35.18	1,249,356	D
Common Stock	02/18/2012		A <sup>(4)</sup>		26,866 A \$ 0	1,276,222	D
Common Stock	02/18/2012		F <sup>(3)</sup>		9,793 D \$ 35.18	1,266,429	D
Common Stock	02/19/2012		A <sup>(5)</sup>		47,280 A \$ 0	1,313,709	D

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Common Stock 02/19/2012 F(3) 17,234 D \$ 35.18 1,296,475 D

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	\$ 0 <sup>(6)</sup>	02/16/2012		A	55,713	<sup>(6)</sup> 12/31/2014	Common	55,713
Stock Appreciation Right	\$ 35.18	02/16/2012		A	57,128	<sup>(7)</sup> 02/16/2019	Common	57,128

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINGES DAN O 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Chairman, President & CEO	

**Signatures**

Deidre L. Shearer, Attorney-in-Fact for Dan O. Dinges 02/21/2012  
 \*\*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) One-third vesting of a hybrid performance share award made on February 17, 2011.
- (2) The total beneficial ownership has been adjusted to reflect a two-for-one stock split, payable on January 25, 2012.

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- (3) Disposition of shares to cover tax liability on the hybrid performance share vesting.
- (4) One-third vesting of hybrid performance share award made on February 18, 2010.
- (5) One-third vesting of hybrid performance share award made on February 19, 2009.

The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares

- (6) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2012 and ending December 31, 2014.
- (7) SAR becomes exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant.

### **Remarks:**

Exhibit List: Exhibit Number 24, Power of Attorney

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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