

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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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 *
SCHROEDER SCOTT C

(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)
Vice Pres., CFO & Treasurer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/17/2012		A ⁽¹⁾	10,474	A \$ 0	485,010 ⁽²⁾	D
Common Stock	02/17/2012		F ⁽³⁾	3,818	D \$ 35.18	481,192	D
Common Stock	02/18/2012		A ⁽⁴⁾	10,074	A \$ 0	491,266	D
Common Stock	02/18/2012		F ⁽³⁾	3,672	D \$ 35.18	487,594	D
Common Stock	02/19/2012		A ⁽⁵⁾	17,780	A \$ 0	505,374	D

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Common Stock	02/19/2012	F ⁽³⁾	6,481	D	\$ 35.18	498,893	D	
Common Stock						2,100	I	Held by Children

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

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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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	02/16/2012		A		<u>(6)</u>		12/31/2014	<u>(6)</u>	Common	21,603
Stock Appreciation Right	\$ 35.18	02/16/2012		A		<u>(7)</u>		02/16/2019	<u>(7)</u>	Common	22,151

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER SCOTT C 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Vice Pres., CFO & Treasurer	

Signatures

Deidre L. Shearer, Attorney-in-Fact for Scott C. Schroeder
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.
- (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 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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