

CABOT OIL & GAS CORP
Form 4
February 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Stalnakher Phillip L

(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
 Officer (give title below) _____ Other (specify below)
Vice President & Regional Mgr.

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 (D) Price			
CommonStock	02/16/2012		A	15,000 A \$ 0	77,216 ⁽²⁾	D	
Common Stock	02/16/2012		F	4,685 D \$ 35.18	72,531	D	
Common Stock	02/17/2012		A ⁽¹⁾	2,618 A \$ 0	75,149	D	
Common Stock	02/17/2012		F ⁽³⁾	802 D \$ 35.18	74,347	D	
Common Stock	02/18/2012		A ⁽⁴⁾	2,584 A \$ 0	76,931	D	
Common Stock	02/18/2012		F ⁽³⁾	791 D \$ 35.18	76,140	D	
Common Stock					8,146 ⁽⁵⁾	I	

Held in
401(k)
Plan

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 ⁽⁶⁾	02/16/2012		A	5,117	⁽⁶⁾ 12/31/2014	Common	5,117
Stock Appreciation Right	\$ 35.18	02/16/2012		A	5,246	⁽⁷⁾ 02/16/2019	Common	5,246

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stalnaker Phillip L 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Vice President & Regional Mgr.	

Signatures

Deidre L. Shearer, Attorney-in-Fact for Phillip L. Stalnaker
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) Based on a statement dated December 31, 2011 for shares held by the reporting person under the Cabot Oil & Gas Savings Investment Plan.
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.
- (6) 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 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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