

CABOT OIL & GAS CORP  
 Form 4  
 February 20, 2015

**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 \*  
 Shearer Deidre 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)  
 02/18/2015

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)  
 Corp Sec & Managing Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/18/2015                           |  | A <sup>(1)</sup>               | 7,700   | \$ 0  | 10,138   | D                                 |
| Common Stock                    | 02/18/2015                           |  | F                              | 2,256   | \$ 27.82  | 7,882  | D                                 |
| Common Stock                    | 02/18/2015                           |  | A <sup>(2)</sup>               | 790   | \$ 0  | 8,672  | D                                 |
| Common Stock                    | 02/18/2015                           |  | F                              | 217   | \$ 27.82  | 8,455  | D                                 |
| Common Stock                    | 02/18/2015                           |  | A <sup>(3)</sup>               | 558   | \$ 0  | 9,013  | D                                 |

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|              |            |   |     |   |          |                      |   |                      |
|--------------|------------|---|-----|---|----------|----------------------|---|----------------------|
| Common Stock | 02/18/2015 | F | 153 | D | \$ 27.82 | 8,860                | D |                      |
| Common Stock |            |   |     |   |          | 1,257 <sup>(4)</sup> | 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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**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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |  | Date Exercisable Expiration Date                         | Title   |                            |
| Performance Shares                         | \$ 0   | 02/19/2015                           |  | A                              | 5,630  | <sup>(5)</sup> 12/31/2017                                | Common  | 5,630                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Shearer Deidre L<br>840 GESSNER ROAD, SUITE 1400<br>HOUSTON, TX 77024 |               |           | Corp Sec & Managing Counsel |       |

## Signatures

Deidre L. Shearer 02/20/2015

\*\*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).

Each performance share represented the right to receive up to one share of common stock, based on certain performance criteria in a three

(1) year performance period which ended 12/31/2014. The Compensation Committee of the Board of Directors certified the results on 02/18/2015, which resulted in 100% of the stock being paid out.

(2) One-third vesting of hybrid performance share award made on February 21, 2013.

(3) One-third vesting of hybrid performance share award made on February 20, 2014.

(4) Based on a statement dated December 31, 2014 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

(5) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2015 and ending December 31, 2017.

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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