

CABOT OIL & GAS CORP  
 Form 4  
 December 21, 2007

**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 \*  
**WALEN MICHAEL B**

(Last) (First) (Middle)  
 1200 ENCLAVE PARKWAY  
 (Street)

HOUSTON, TX 77077-1607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CABOT OIL & GAS CORP [COG]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/20/2007

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)  
 SVP, Chief Operating Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/20/2007		M		35,000 A \$ 7.66	259,856	D
Common Stock	12/20/2007		S		5,000 D \$ 38.88	254,856	D
Common Stock	12/20/2007		S		1,000 D \$ 38.89	253,856	D
Common Stock	12/20/2007		S		1,300 D \$ 38.9	252,556	D
Common Stock	12/20/2007		S		600 D \$ 38.91	251,956	D

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Common Stock	12/20/2007	S	100	D	\$ 38.92	251,856	D
Common Stock	12/20/2007	S	3,200	D	\$ 38.93	248,656	D
Common Stock	12/20/2007	S	1,400	D	\$ 38.94	247,256	D
Common Stock	12/20/2007	S	100	D	\$ 38.945	247,156	D
Common Stock	12/20/2007	S	2,300	D	\$ 38.95	244,856	D
Common Stock	12/20/2007	S	2,700	D	\$ 38.96	242,156	D
Common Stock	12/20/2007	S	4,700	D	\$ 38.97	237,456	D
Common Stock	12/20/2007	S	3,800	D	\$ 38.98	233,656	D
Common Stock	12/20/2007	S	500	D	\$ 38.985	233,156	D
Common Stock	12/20/2007	S	1,200	D	\$ 38.99	231,956	D
Common Stock	12/20/2007	S	2,500	D	\$ 39	229,456	D
Common Stock	12/20/2007	S	600	D	\$ 39.01	228,856	D
Common Stock	12/20/2007	S	2,100	D	\$ 39.02	226,756	D
Common Stock	12/20/2007	S	700	D	\$ 39.03	226,056	D
Common Stock	12/20/2007	S	300	D	\$ 39.04	225,756	D
Common Stock	12/20/2007	S	900	D	\$ 39.05	224,856	D

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

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(9-02)

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

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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 Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 7.66	12/20/2007		M	35,000	02/17/2004 <sup>(1)</sup> 02/17/2008	Common 35,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALEN MICHAEL B 1200 ENCLAVE PARKWAY HOUSTON, TX 77077-1607			SVP, Chief Operating Officer	

## Signatures

Lisa A. Machesney, Attorney-in-Fact for Michael B. Walen 12/21/2007

\_\_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) 33 1/3% of option became exercisable on February 17, 2004 and an additional 33 1/3% becomes exercisable on each of the next two one-year anniversaries of such date.

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.