

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)
			Code	V Amount (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	

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

- (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.

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.