#### CABOT OIL & GAS CORP

Form 4

February 22, 2010

## FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and A DINGES D	Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)		Γ OIL & ( of Earliest T	GAS CORP [COG]				
(Lust)	(First) (N	,	Day/Year)	ransaction	Director	10%	Owner
840 GESSN	`	•		X_ Officer (give title Other (specify below) Chairman, President & CEO			
	4. If Amo	endment, D	ate Original	6. Individual or Joint/Group Filing(Check			
HOUSTON	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common  $A^{(1)}$ 02/19/2010 10,025 A 737,110 D Stock 41.15 Common  $F^{(2)}$ 02/19/2010 3,655 D 733,455 D Stock Common  $A^{(3)}$ D 02/19/2010 23,640 757,095 Stock Common 02/19/2010  $F^{(2)}$ D 8,617 D 748,478 Stock

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

#### Edgar Filing: CABOT OIL & GAS CORP - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	ransactiorDerivative Date ode Securities (Month/Day/Year)		•	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 (4)	02/18/2010		A	41,250	12/31/2012(4)	12/31/2012(4)	Common
Stock Appreciation Right	\$ 40.53	02/18/2010		A	38,860	02/18/2011(5)	02/18/2017(5)	Common

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**DINGES DAN O** 

840 GESSNER ROAD, SUITE 1400 Chairman, President & CEO

HOUSTON, TX 77024

### **Signatures**

Lisa A. Machesney, Attorney-in-Fact for Dan O.

Dinges

02/22/2010

\*\*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).
- One-third vesting of a hybrid performance share award made on February 20, 2008. Total award of 30,075 shares vest one-third on each
- (1) of the three one year anniversary dates following February 20, 2008, provided the company has positive operating income in the year prior to vesting.
- (2) Disposition of shares to cover tax liability on the hybrid performance share vesting.
  - One-third vesting of hybrid performance share award made on February 19, 2009. Total award of 70,920 shares vest one-third on each of
- (3) the three one year anniversary dates following February 19, 2009, provided the company has positive operating income in the year prior to vesting.

Reporting Owners 2

#### Edgar Filing: CABOT OIL & GAS CORP - Form 4

- 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.
- (5) Grant to reporting person under 2004 Incentive Plan. SAR becomes exerciseable in increments of one-third, (i.e. 12,953, 12,953, and 12,954) on February 18, 2011, February 18, 2012 and February 18, 2013, respectively.

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.