#### CABOT OIL & GAS CORP

Form 4

February 22, 2011

## FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number:

Expires:

January 31,
2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DINGES DAN O			2. Issuer Name and Ticker or Trading Symbol CABOT OIL & GAS CORP [COG]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
` '	ER ROAD, SU	,	(Month/Day/Year) 02/17/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77024				Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/18/2011		A(1)	13,433	A	\$ 40.56	552,370	D	
Common Stock	02/18/2011		F(2)	4,897	D	\$ 40.56	547,473	D	
Common Stock	02/19/2011		A(3)	23,640	A	\$ 40.56	571,113	D	
Common Stock	02/19/2011		F(2)	8,617	D	\$ 40.56	562,496	D	
Common Stock	02/20/2011		A(4)	10,025	A	\$ 40.56	572,521	D	

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Common Stock 02/20/2011  $F_{\underline{(2)}}$  3,655 D  $\frac{\$}{40.56}$  568,866 D

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

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)	5. Number of Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 (5)	02/17/2011		A	43,697	12/31/2013(5)	12/31/2013(5)	Common
Stock Appreciation Right	\$ 40.74	02/17/2011		A	45,137	02/17/2012(6)	02/17/2018(6)	Common

### **Reporting Owners**

Reporting Owner Name / Address	Ketauonsinps					
	Director	10% Owner	Officer	Other		
DINGEG DAN O						

DINGES DAN O

840 GESSNER ROAD, SUITE 1400 X Chairman, President & CEO

HOUSTON, TX 77024

## **Signatures**

Lisa A. Machesney, Attorney-in-Fact for Dan O.
Dinges
02/22/2011

\*\*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 hybrid performance share award made on February 18, 2010. Total award of 40,300 shares vest one-third on each of (1) the three one year anniversary dates following February 18, 2010, provided the company has \$100 million or more of operating cash flow in the fiscal year prior to vesting.

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- (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 \$100 million or more of operating cash flow in the fiscal year prior to vesting.
- 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
- (4) of the three one year anniversary dates following February 20, 2008, provided the company has positive operating income in the fiscal year prior to vesting.
- (5) 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.
- (6) Grant to reporting person under 2004 Incentive Plan. SAR becomes exerciseable in increments of one-third, (i.e. 15,045, 15,046, and 15,046) on February 17, 2012, February 17, 2013 and February 17, 2014, 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.