CABOT OIL & GAS CORP

Form 4

February 21, 2012

FORM 4

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

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

HUTTON JEFFREY W

1. Name and Address of Reporting Person *

			CABOT OIL & GAS CORP [COG]					COG]	(Check all applicable)		
(Last) (First) (Middle) 840 GESSNER ROAD, SUITE 1400			3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012					Director 10% Owner X Officer (give title Other (specify below)		Owner er (specify	
HOUSTON	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 Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock	02/17/2012			A(1)		4,026	A	\$ 0	220,736 (2)	D	
Common Stock	02/17/2012			F(3)		1,468	D	\$ 35.18	219,268	D	
Common Stock	02/18/2012			A(4)		3,994	A	\$ 0	223,262	D	
Common Stock	02/18/2012			F(3)		1,456	D	\$ 35.18	221,806	D	
Common Stock	02/19/2012			A(5)		7,048	A	\$ 0	228,854	D	

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Common Stock	02/19/2012	F(3)	2,569	D	\$ 35.18	226,285	D	
Common Stock						3,350 (8)	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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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		ction Derivative Expiration Date Securities (Month/Day/Year) 8) Acquired (A) or		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Performance Shares	\$ 0 (6)	02/16/2012		A	7,163	<u>(6)</u>	12/31/2014(6)	Common	7,16
Stock Appreciation Right	\$ 35.18	02/16/2012		A	7,345	<u>(7)</u>	02/16/2019(7)	Common	7,34

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
HUTTON JEFFREY W 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Vice President, Marketing				
Cianaturas							

Signatures

Deidre L. Shearer, Attorney-in-Fact for Jeffrey W. Hutton 02/21/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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 exerciseable for common stock in increments of one-third on each of the first three anniversaries of the date of grant.
- (8) Based on a statement dated December 31, 2011 for shares held by the reporting person under the Cabot Oil & Gas Savings Investment Plan.

Remarks:

Exhibit List: Exhibit 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.