

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Roemer Todd M

(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)  
Controller

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                    | 02/17/2012                           |  | A <sup>(1)</sup>               |   | 1,800   | A  | \$ 0                              |
| Common Stock                    | 02/17/2012                           |  | F <sup>(3)</sup>               |   | 552   | D  | \$ 35.18                          |
| Common Stock                    | 02/17/2012                           |  | F <sup>(4)</sup>               |   | 732   | D  | \$ 36.55                          |
| Common Stock                    |                                      |  |                                |   | 6   | I  | \$ 0                              |

Held in 401(k) Plan

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.

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(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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares                         | \$ 0   | 02/16/2012                           |  | A                              | 3,184   | <u>(6)</u> 12/31/2014 <u>(6)</u>                         | Common  | 3,184                      |
| Stock Appreciation right                   | \$ 35.18   | 02/16/2012                           |  | A                              | 3,264   | <u>(7)</u> 02/16/2019 <u>(7)</u>                         | Common  | 3,264                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Roemer Todd M<br>840 GESSNER ROAD, SUITE 1400<br>HOUSTON, TX 77024 |               |           | Controller |       |

## Signatures

Deidre L. Shearer, Attorney-in-Fact for Todd M. Roemer  
 Signature: \_\_\_\_\_ Date: 02/21/2012

\*\*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) 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) Disposition of shares to cover tax liability on a restricted stock award vesting.

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- (5) Based on a statement dated December 31, 2011 for shares held by the reporting person under the Cabot Oil & Gas Savings Investment Plan.

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 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.

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