

CABOT OIL &amp; GAS CORP

Form 4

February 21, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

02/19/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice Pres., CFO & Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/19/2014                              |                                                             | A <sup>(1)</sup>                     | 20,948 A \$ 0                                                           | 1,257,854                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2014                              |                                                             | F                                    | 8,788 D \$<br>40.27                                                     | 1,249,066                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2014                              |                                                             | A <sup>(2)</sup>                     | 14,402 A \$ 0                                                           | 1,263,468                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2014                              |                                                             | F                                    | 6,042 D \$<br>40.27                                                     | 1,257,426                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2014                              |                                                             | A <sup>(3)</sup>                     | 8,080 A \$ 0                                                            | 1,265,506                                                                                                          | D                                                                    |                                                                   |

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|              |            |   |       |   |          |           |   |                  |
|--------------|------------|---|-------|---|----------|-----------|---|------------------|
| Common Stock | 02/19/2014 | F | 3,390 | D | \$ 40.27 | 1,262,116 | D |                  |
| Common Stock |            |   |       |   |          | 9,480     | I | Held by Children |

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 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 Securities (Instr. 3 and 4) |                 |        |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title  | Amount or Number of Shares |
| Performance Shares                         | \$ 0                                                   | 02/20/2014                           |                                                    | A                              |                                                                                         | 34,238                                                   |     | <u>(4)</u>                                                    | 12/31/2016      | Common | 34,238                     |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                                                   |
|------------------------------------------------------------------------|-----------------------------------------------------------------|
| SCHROEDER SCOTT C<br>840 GESSNER ROAD, SUITE 1400<br>HOUSTON, TX 77024 | Director 10% Owner Officer Other<br>Vice Pres., CFO & Treasurer |

## Signatures

Deidre L. Shearer, Attorney-in-Fact for Scott C. Schroeder  
02/21/2014

\_\_\_\_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 hybrid performance share award made on February 17, 2011.

(2) One-third vesting of a hybrid performance share award made on February 16, 2012.

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- (3) One-third vesting of hybrid performance share award made on February 21, 2013.

The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares

- (4) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2014 and ending December 31, 2016.

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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