

CABOT OIL & GAS CORP
Form 4
December 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
DINGES DAN O

(Last) (First) (Middle)

1200 ENCLAVE PARKWAY

(Street)

HOUSTON, TX 77077-1607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CABOT OIL & GAS CORP [COG]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2006

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)
Chairman, President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/15/2006 | | M | 2,247 | A \$ 12.84 | 190,981 | D |
| Common Stock | 12/15/2006 | | S | 1,247 | D \$ 65.32 | 189,734 | D |
| Common Stock | 12/15/2006 | | S | 500 | D \$ 65.3 | 189,234 | D |
| Common Stock | 12/15/2006 | | S | 300 | D \$ 65.31 | 188,934 | D |
| Common Stock | 12/15/2006 | | S | 200 | D \$ 65.36 | 188,734 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock | 12/18/2006 | M | 8,195 | A | \$ 12.84 | 196,929 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 633 | D | \$ 64.26 | 196,296 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 400 | D | \$ 64.25 | 195,896 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 400 | D | \$ 64.2 | 195,496 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 100 | D | \$ 64.29 | 195,396 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 100 | D | \$ 64.23 | 195,296 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 300 | D | \$ 64.27 | 194,996 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 200 | D | \$ 64.28 | 194,796 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 1,700 | D | \$ 64.24 | 193,096 | D |
| Common Stock | 12/18/2006 | S ⁽¹⁾ | 200 | D | \$ 64.21 | 192,896 | D |

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

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to | \$ 12.84 | 12/15/2006 | | M | 2,247 | 02/18/2003 ⁽²⁾ | 02/18/2007 | Common | 2,247 |

buy)
 Stock
 Option (right to buy) \$ 12.84 12/18/2006 M 8,195 02/18/2003⁽²⁾ 02/18/2007 Common 8,195

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DINGES DAN O 1200 ENCLAVE PARKWAY HOUSTON, TX 77077-1607 | | | Chairman, President & CEO | |

Signatures

Lisa A. Machesney, Attorney-in-Fact for Dan O. Dinges. 12/19/2006

**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) Shares sold to pay stock option exercise, associated taxes and commission.
- (2) 33 1/3% of option became exercisable on February 18, 2003 and an additional 33 1/3% becomes exercisable on each of the next two one-year anniversaries of such date.

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.