

CABOT OIL & GAS CORP  
 Form 4  
 January 02, 2013

**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 \*  
**DINGES DAN O**

(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)  
**12/28/2012**

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)

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/28/2012		M	V	74,000	A	\$ 17.61	909,975	D	
Common Stock	12/28/2012		D		26,476	D	\$ 49.22	883,499	D	
Common Stock	12/28/2012		F		17,323	D	\$ 49.22	866,176	D	
Common Stock	12/28/2012		M		79,750	A	\$ 24.24	945,926	D	
Common Stock	12/28/2012		D		39,276	D	\$ 49.22	906,650	D	

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Common Stock	12/28/2012	F	14,753	D	\$ 49.22	891,897	D	
Common Stock	12/31/2012	M	82,500	A	<u>(1)</u>	974,397	D	
Common Stock	12/31/2012	F	30,072	D	\$ 49.16	944,325	D	
Common Stock						460,500	I	Held by trust.

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

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**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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 17.61	12/28/2012		M	74,000	02/22/2010	02/22/2014	Common Stock	74,000
Stock Appreciation Rights	\$ 24.24	12/28/2012		M	79,750	02/20/2011	02/20/2015	Common Stock	79,750
Performance Shares	<u>(1)</u>	12/31/2012		M	82,500	<u>(1)</u>	12/31/2012	Common	82,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINGES DAN O 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Chairman, President & CEO	

## Signatures

Deidre L. Shearer, Attorney-in-Fact for Dan O.  
Dinges

01/02/2013

\_\_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).

Each performance share represented the right to receive up to one share of common stock, based on certain performance criteria in a three (1) year performance period which ended 12/31/2012. The Compensation Committee of the Board of Directors certified the results on 12/31/2012, which resulted in 100% of the stock being paid out.

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.