

DINGES DAN O
Form 4
November 06, 2017

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
840 GESSNER ROAD, SUITE 1400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

HOUSTON, TX 77024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 | Price | |
| Common Stock | 11/02/2017 | | M | | 180,548 | \$ 10.19 | A 2,887,018 D |
| Common Stock | 11/02/2017 | | D | | 65,801 | \$ 27.96 | D 2,821,217 D |
| Common Stock | 11/02/2017 | | F | | 48,137 | \$ 27.96 | D 2,773,081 D |
| Common Stock | 11/02/2017 | | S | | 66,610 | \$ 27.92 | D 2,706,471 D |
| Common Stock | 11/02/2017 | | M | | 114,256 | \$ 17.59 | D 2,820,727 D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|---------------|
| Common Stock | 11/02/2017 | D | 71,906 | A | \$ 27.95 | 2,748,821 | D | |
| Common Stock | 11/02/2017 | F | 17,766 | D | \$ 27.95 | 2,731,055 | D | |
| Common Stock | | | | | | 896,389 | I | Held by trust |

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 of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Stock Appreciation Rights | \$ 10.19 | 11/02/2017 | | M | 180,548 | <u>(2)</u> | 02/17/2018 | Common Stock | 180,548 |
| Stock Appreciation Rights | \$ 17.59 | 11/02/2017 | | M | 114,256 | <u>(3)</u> | 02/16/2019 | Common Stock | 114,256 |

Reporting Owners

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

Signatures

Deidre L. Shearer, Attorney-in-Fact for Dan O. Dinges
11/06/2017

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.90 to \$27.96, inclusive. The reporting person undertakes to provide to Cabot Oil & Gas Corporation, any security holder of Cabot Oil & Gas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) Stock Appreciation rights become exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant, which was 02/17/2011.
 - (2) Stock Appreciation Rights became exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant, which was 02/16/2012.

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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