

CABOT OIL & GAS CORP  
Form 4  
February 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
02/21/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 02/21/2017                           |  | A <sup>(1)</sup>               |   | 30,434 A \$ 0   | 2,687,208  | D   |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 12,768 D \$ 22.85   | 2,674,440  | D   |
| Common Stock                    | 02/21/2017                           |  | A <sup>(2)</sup>               |   | 23,457 A \$ 0   | 2,697,897  | D   |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 9,841 D \$ 22.93  | 2,688,056  | D   |
| Common Stock                    | 02/21/2017                           |  | A <sup>(3)</sup>               |   | 31,722 A \$ 0   | 2,719,778  | D   |

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|              |            |   |        |   |          |           |   |                |
|--------------|------------|---|--------|---|----------|-----------|---|----------------|
| Common Stock | 02/21/2017 | F | 13,308 | D | \$ 22.93 | 2,706,470 | 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.** 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 Security (Instr. 3 and 4) |        |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount Number of Shares |
| Performance Shares                         | \$ 0   | 02/22/2017                           |  | A                              | 185,841   | <u>(4)</u>   | 12/31/2019  | Common | 185,841                 |

## Reporting Owners

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

## Signatures

Deidre L. Shearer, Attorney-in-Fact for Dan O. Dinges  
 Date: 02/23/2017

\_\_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).
- (1) Vesting of hybrid performance shares granted on February 20, 2014.
- (2) Vesting of hybrid performance shares granted on February 19, 2015.
- (3) Vesting of hybrid performance shares granted on February 17, 2016.
- (4)

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The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2017 and ending December 31, 2019.

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