

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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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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|
| Common Stock | 12/28/2012 | | M | 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 | Ⓛ | 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.

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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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 | Ⓛ | 12/31/2012 | | M | 82,500 | Ⓛ | 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.

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