

CABOT OIL & GAS CORP
Form 4
February 21, 2012

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 *
Lindeman Steven W

(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)
02/16/2012

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)

Vice Pres, Engineering & Tech

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 (D) Price | | | |
| Common Stock | 02/17/2012 | | A ⁽¹⁾ | 1,800 A \$ 0 | 37,830 ⁽²⁾ | D | |
| Common Stock | 02/17/2012 | | F ⁽³⁾ | 477 D \$ 35.18 | 37,353 | D | |
| Common Stock | 02/19/2012 | | A | 12,860 A \$ 0 | 50,213 | D | |
| Common Stock | 02/19/2012 | | F | 3,500 D \$ 35.18 | 46,713 | D | |
| Common Stock | | | | | 11,836 ⁽⁴⁾ | I | Held in 401(k) Plan |

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- (4) Based on a statement dated December 31, 2011 for shares held by the reporting person under the Cabot Oil & Gas Savings Investment Plan.

The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares

(5) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2012 and ending December 31, 2014.

- (6) SAR becomes exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant.

Remarks:

Exhibit List: Exhibit 24, Power of Attorney

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.