

CABOT OIL & GAS CORP  
Form 8-K  
February 22, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 21, 2010

**CABOT OIL & GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-10447**  
(Commission  
File Number)

**04-3072771**  
(I.R.S. Employer  
Identification No.)

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**Three Memorial City Plaza**

**840 Gessner Road, Suite 1400**

**Houston, Texas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (281) 589-4600**

**77024**  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On February 21, 2010, Cabot Oil and Gas Corporation (the Company) issued a press release announcing the retirement of Michael B. Walen, Senior Vice President and Chief Operating Officer of the Company, effective May 1, 2010. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

99.1 Press release issued by Cabot Oil & Gas Corporation dated February 21, 2010.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CABOT OIL & GAS CORPORATION

By: */s/* SCOTT C. SCHROEDER  
**Scott C. Schroeder**  
**Vice President and Chief Financial Officer**  
**(Principal Financial Officer)**

Date: February 22, 2010

**EXHIBIT INDEX**

99.1 Press release issued by Cabot Oil & Gas Corporation dated February 21, 2010