

CABOT OIL & GAS CORP  
Form 4  
February 22, 2011

**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 \*  
MACHESNEY LISA A

(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)  
02/17/2011

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)  
VP, Mang. Counsel & Corp. Sec.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2011		A <sup>(1)</sup>		1,721	A	\$ 40.56
Common Stock	02/18/2011		F <sup>(2)</sup>		456	D	\$ 40.56
Common Stock	02/19/2011		A <sup>(3)</sup>		3,523	A	\$ 40.56
Common Stock	02/19/2011		F <sup>(2)</sup>		932	D	\$ 40.56
Common Stock	02/20/2011		A <sup>(4)</sup>		1,617	A	\$ 40.56

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Common Stock	02/20/2011	F <sup>(2)</sup>	428	D	\$ 40.56	99,020	D	
Common Stock						1,951	I	Held in 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Performance Shares	\$ 0 <sup>(5)</sup>	02/17/2011		A	5,155	12/31/2013 <sup>(5)</sup> 12/31/2013 <sup>(5)</sup>	Common
Stock Appreciation Right	\$ 40.74	02/17/2011		A	5,325	02/17/2012 <sup>(6)</sup> 02/17/2018 <sup>(6)</sup>	Common

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACHESNEY LISA A 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			VP, Mang. Counsel & Corp. Sec.	

## Signatures

Lisa A.  
Machesney 02/22/2011

\*\*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) One-third vesting of hybrid performance share award made on February 18, 2010. Total award of 5,165 shares vest one-third on each of the three one year anniversary dates following February 18, 2010, provided the company has \$100 million or more of operating cash flow in the fiscal year prior to vesting.

(2) Disposition of shares to cover tax liability on the hybrid performance share vesting.

(3) One-third vesting of hybrid performance share award made on February 19, 2009. Total award of 10,570 shares vest one-third on each of the three one year anniversary dates following February 19, 2009, provided the company has \$100 million or more of operating cash flow in the fiscal year prior to vesting.

(4) One-third vesting of a hybrid performance share award made on February 20, 2008. Total award of 4,850 shares vest one-third on each of the three one year anniversary dates following February 20, 2008, provided the company has positive operating income in the fiscal year prior to vesting.

(5) 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.

(6) Grant to reporting person under 2004 Incentive Plan. SAR becomes exercisable in increments of one-third, (i.e. 1,775, 1,775, and 1,775) on February 17, 2012, February 17, 2013 and February 17, 2014, respectively.

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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