

CABOT OIL & GAS CORP  
Form 8-K  
May 01, 2009

**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): April 29, 2009**

**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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**1200 Enclave Parkway**

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

**77077**  
(Zip Code)

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 29, 2009, Cabot Oil & Gas Corporation filed a certificate of amendment to its certificate of incorporation with the Delaware Secretary of State. The amendment, which was effective upon filing, increased Cabot's authorized common stock, par value \$.10 per share, from 120,000,000 shares to 240,000,000 shares. The amendment was approved by Cabot's stockholders at the 2009 annual meeting of stockholders held on April 28, 2009. In connection with that amendment, Cabot also filed with the Delaware Secretary of State a certificate of decrease of shares designated as Series A Junior Participating Preferred Stock decreasing the number of such shares authorized for issuance from 1,200,000 to 800,000. The shares of Series A Junior Participating Preferred Stock are issuable pursuant to the Rights Agreement between Cabot and The Bank of New York, as Rights Agent.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Certificate of Amendment of Certificate of Incorporation

3.2 Certificate of Decrease of Shares Designated as Series A Junior Participating Preferred Stock

**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/ Henry C. Smyth*  
Henry C. Smyth  
Vice President, Controller and Treasurer

Date: May 1, 2009

**EXHIBIT INDEX**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 3.1        | Certificate of Amendment of Certificate of Incorporation                                      |
| 3.2        | Certificate of Decrease of Shares Designated as Series A Junior Participating Preferred Stock |