

KEISER ROBERT L
Form 4
April 17, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KEISER ROBERT L

2. Issuer Name and Ticker or Trading Symbol
CABOT OIL & GAS CORP [COG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
840 GESSNER ROAD, SUITE 1400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77024
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D)	Price		
Common Stock	04/15/2013		A ⁽¹⁾	326	\$ 65.36	107,708	D

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KEISER ROBERT L - Form 4

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	--------------------------------------------------------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEISER ROBERT L 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024	X			

Signatures

Deidre L. Shearer, Attorney-in-Fact for Robert L. Keiser 04/17/2013

____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).
- Restricted stock units issued pursuant to the Company's Non-Employee Director Deferred Compensation Plan in lieu of quarterly cash retainer and leadership fees payable on April 15, 2013, in the amount of \$21,250. The units are issued pursuant to the Company's 2004 Stock Incentive Plan and are paid in shares of Common Stock upon the date the non-employee director ceases to be a director of the Company.

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. Family Medical Reimbursement Plan.

===== (1)

Effective May 1, 2002, the Company and Connie Wood entered into a two (2) year employment agreement at an annual salary of \$156,000. The employment agreement was amended effective May 1, 2004 to increase Mrs. Wood's salary to \$180,000 and to extend the term for a period of three years from said date. Mrs. Wood retired as President and CEO effective October 12, 2005, and has remained as a full-time consultant until December 31, 2005. (2) Mr. Cefalu joined the Company in July 2001; however, total compensation is not reported before fiscal year 2005, as annual salary and bonus did not exceed \$100,000. Amounts included in other annual compensations relating to director and audit ----- committee fees ----- The Board of Directors held nine (9) board meetings during the year ended November 2005. Directors receive a fee of \$500.00 for each meeting. Mrs. Wood received fees of \$6,500 and Mr. King received fees of \$500 which amount is included in the "Other Annual Compensation" column. The Audit Committee held four (4) meetings during the year

ended November 30, 2005. Members of the Audit Committee received a fee of \$500.00 for each meeting. Mrs. Wood received Audit Committee fees of \$2,000 which amount is included in the "Other Annual Compensation" column. 7 Amount included in all other compensation relating to employee benefit plans

----- The Company maintains a Family Medical Reimbursement Plan for the benefit of its executive officers and their dependents. The Plan is funded through a group insurance policy issued by an independent carrier and provides for reimbursement of 100% of all bona fide medical and dental expenses that are not covered by other medical insurance plans. During the fiscal year ended November 30, 2005, Mrs. Wood received \$11,875.20, Mr. King received \$2,656.24 and Mr. Cefalu received \$7,863.45 which amounts are included in the "All Other Compensation" column shown in the preceding remuneration table. In July 1984, the Company adopted a Salary Reduction Plan pursuant to Section 401(k) of the Internal Revenue Code. The Plan's benefits are available to all Company employees who are at least 18 years of age and have completed at least six months of service to the Company as of the beginning of a Plan year. Plan participants may elect to defer up to 15% of their total compensation as their contributions, subject to the maximum allowed by the Internal Revenue code 401(k), and the Company matches their contributions up to a maximum of 6% of their total compensation. A participant's benefits vest to the extent of 20% after two years of eligible service and become fully vested at the end of six years. During the fiscal year ended November 30, 2005, the Company made contributions to the Plan for Mrs. Wood in the amount of \$11,817.83 and for Mr. King in the amount of \$10,727.38, which amounts are included in the "All Other Compensation" column shown in the preceding remuneration table. Employment agreements of the Company's officers provides that they may elect to carry over any unused vacation time to subsequent periods or elect to be paid for such unused vacation time. In 2005, Mr. Cefalu elected to be paid for all prior unused vacation time in the amount of \$2,885.62, which is included in the "All Other Compensation" column shown in the preceding remuneration table. On January 15, 2001, the Board of Directors adopted the Micropac Industries, Inc. 2001 Employee Stock Option Plan. To date, no options have been granted under the Plan. Interest In Certain Transactions

----- Since 1980, the Company has leased a 4,800 square-foot building from Mr. Nadolsky which is used primarily for manufacturing. The lease originally provided for a monthly rental of \$1,900 (an amount based upon a January 1984, independent appraisal of the building's value) and was to have expired on January 1, 1987. Since 1987, the Company has extended the term of this lease from time to time. The last renewal of the lease was on July 1, 1999 for a five (5) year period. The rental paid to Mr. Nadolsky pursuant to this lease was \$40,000 for the fiscal year ended November 30, 2005. In April 2004, the lease was renewed for three (3) years at the same rental rate provided for in the original lease subject to increase based upon increases in the Consumer Price Index. INDEPENDENT PUBLIC ACCOUNTANTS KPMG LLP was selected as the independent accountants in 2002 and has been responsible for the Company's financial audit for the fiscal years ended November 30, 2002 through November 30, 2005. Management anticipates that a representative from KPMG LLP will be present at the Annual Meeting and will be given the opportunity to make a statement if he or she desires to do so. It is also anticipated that such representative will be available to respond to appropriate questions from stockholders. 8 AUDIT FEES KPMG LLP fee for professional services for the audit of the Company's financial statements for 2005 and the review of the interim financial statements included in the Quarterly Reports is \$96,700. In addition to the audit fees, KPMG LLP fee for tax advisory and 2005 tax return preparation services will be \$24,500. REVIEW OF AUDITED FINANCIAL STATEMENTS The Board of Directors does not have nominating or compensation committees or committees performing similar functions. The Board of Directors formed an audit committee on May 13, 2002. The members of the Audit Committee are the members of the Board of Directors. The Board of Directors has discussed with management and the independent auditors the quality and adequacy of the Company's internal controls. The Directors have considered and reviewed with the independent auditors their audit plans, the scope of the audit, and the identification of audit risks. The Board of Directors has reviewed the Company's audited financial statements for the fiscal year ended November 30, 2005, and discussed them with management and the Company's independent auditors. Management has the responsibility for the preparation and integrity of the Company's financial statements and the independent auditors have the responsibility for the examination of those statements. Based on this and discussions with management and the independent auditors, the Board of Directors has recommended that the Company's audited financial statements be included in its Annual Report on Form 10-KSB for the fiscal year ended November 30, 2005, for filing with the Securities and Exchange Commission. It is not the duty of the Directors to plan or conduct audits, to determine that the Company's financial statements are complete and accurate and are in accordance with accounting

principles generally accepted in the United States. Those responsibilities belong to management and the Company's independent auditors. In giving its recommendations, the Directors considered (a) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States, and (b) the report of the Company's independent auditors with respect to such financial statements. The Board of Directors has received and reviewed written disclosures and a letter from the independent accountants required by the Independence Standards Board Standard No. 1, entitled "Independence Discussions with Audit Committee," as amended to date, and has discussed with the independent accountants their independence from management.

COST OF SOLICITATION OF PROXIES The Company will bear the costs of the solicitation of proxies for the Meeting, including the cost of preparing, assembling and mailing proxy materials, the handling and tabulation of proxies received and all charges to brokerage houses and other institutions, nominees and fiduciaries in forwarding such materials to beneficial owners. In addition to the mailing of the proxy material, such solicitation may be made in person or by telephone or telegraph by directors, officers and regular employees of the Company.

9 STOCKHOLDERS PROPOSALS Any stockholder proposing to have any appropriate matter brought before the next Annual Meeting of Stockholders scheduled for February 2007 must submit such proposal in accordance with the proxy rules of the Securities and Exchange Commission. Such proposal should be sent to Mr. Patrick Cefalu, P. O. Box 469017, Garland, Texas 75046, no later than November 1, 2006.

10 PROXY FOR ANNUAL MEETING OF SHAREHOLDERS MICROPAC INDUSTRIES, INC. March 3, 2006 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS KNOW ALL MEN BY THESE PRESENTS: That the undersigned stockholder of Micropac Industries, Inc., a Delaware Corporation, hereby constitutes and appoints Tracy Dotson and Patrick Cefalu, and each of them acting individually, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution and revocation thereof, for and in the name, place and stead of the undersigned, to vote upon and act with respect to all shares of stock of the Corporation standing in the name of the undersigned, or with respect to which the undersigned is entitled to vote and act if personally present, at the Annual Meeting of Shareholders of said Corporation to be held March 3, 2006, at the place and time specified in Notice of Annual Meeting of Shareholders and Proxy Statement dated February 3, 2006 and at any and all adjournments thereof, with all of the powers the undersigned would possess if personally present at said meeting.

1. ELECTION OF DIRECTORS FOR all nominees listed below (except as WITHHOLD AUTHORITY to vote for all marked to contrary below) nominees listed below _____ (Instruction: To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below) H. Kent Hearn Heinz-Werner Hempel James K. Murphey Nicholas Nadolsky Connie J. Wood Mark W. King Approve _____ Disapprove _____

2. Upon any other business that may properly come before the meeting. (Continued on next page to be signed, dated and returned) **THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS MADE ABOVE. IN THE ABSENCE OF INSTRUCTIONS, SUCH SHARES WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ABOVE. THIS PROXY ALSO DELEGATES DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OTHER BUSINESS UPON WHICH THE UNDERSIGNED IS ENTITLED TO VOTE AND THAT MAY PROPERLY COME BEFORE THIS MEETING OR ANY ADJOURNMENT THEREOF.** The undersigned hereby revokes all previous proxies for the meeting and hereby acknowledges receipt of the notice of such meeting and the proxy statement furnished therewith.

Dated _____, 2006 _____ (Stockholder's Signature) _____ (Stockholder's Signature) **NOTE: If shares are registered in more than one name, all owners should sign. If signing in a representative or fiduciary capacity, please give full title and attach evidence of authority. Corporations please sign with full corporate name by duly authorized officer and affix corporate seal. PLEASE DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**