

CABOT OIL & GAS CORP  
 Form 4  
 February 22, 2010

**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 \*  
 Arnold J Scott

(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)  
 02/19/2010

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, Land and General Counsel

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                    | 02/19/2010                           |  | A <sup>(1)</sup>               | 2,587 A \$ 41.15  | 63,013  | D  |                                   |
| Common Stock                    | 02/19/2010                           |  | F <sup>(2)</sup>               | 685 D \$ 41.15  | 62,328  | D  |                                   |
| Common Stock                    | 02/19/2010                           |  | A <sup>(3)</sup>               | 5,640 A \$ 41.15  | 67,968  | D  |                                   |
| Common Stock                    | 02/19/2010                           |  | F <sup>(2)</sup>               | 1,492 D \$ 41.15  | 66,476  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 65  | I  | Held in 401(k) Plan.              |

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

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(9-02)

**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 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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Arnold J Scott<br>840 GESSNER ROAD, SUITE 1400<br>HOUSTON, TX 77024 |               |           | VP, Land and General Counsel |       |

## Signatures

Lisa A. Machesney, Attorney-in-Fact for J. Scott Arnold  
Date: 02/22/2010

\_\_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).
- One-third vesting of a hybrid performance share award made on February 20, 2008. Total award of 7,760 shares vest one-third on each of
- (1) the three one year anniversary dates following February 20, 2008, provided the company has positive operating income in the year prior to vesting.
  - (2) Disposition of shares to cover tax liability on the hybrid performance share vesting.
- One-third vesting of hybrid performance share award made on February 19, 2009. Total award of 16,920 shares vest one-third on each of
- (3) the three one year anniversary dates following February 19, 2009, provided the company has positive operating income in the year prior to vesting.

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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