

CABOT OIL & GAS CORP
Form 4
February 20, 2015

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 *
SCHROEDER SCOTT C

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)

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

HOUSTON, TX 77024

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/18/2015		A ⁽¹⁾		14,402	A	\$ 0	1,299,259	D	
Common Stock	02/18/2015		F		6,042	D	\$ 27.82	1,293,217	D	
Common Stock	02/18/2015		A ⁽²⁾		8,080	A	\$ 0	1,301,297	D	
Common Stock	02/18/2015		F		3,390	D	\$ 27.82	1,297,907	D	
Common Stock	02/18/2015		A ⁽³⁾		5,706	A	\$ 0	1,303,613	D	

Edgar Filing: CABOT OIL & GAS CORP - Form 4

Common Stock	02/18/2015	F	2,394	D	\$ 27.82	1,301,219	D	
Common Stock						11,820	I	Held by children.

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	02/19/2015		A	64,958	(4)	12/31/2017	Common	64,958

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER SCOTT C 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Executive Vice President & CFO	

Signatures

Deidre L. Shearer, Attorney-in-Fact for Scott C. Schroeder
02/20/2015

____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 16, 2012.
- (2) One-third vesting of hybrid performance share award made on February 21, 2013.

Edgar Filing: CABOT OIL & GAS CORP - Form 4

- (3) One-third vesting of hybrid performance share award made on February 20, 2014.

The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares

- (4) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2015 and ending December 31, 2017.

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.