

CABOT OIL & GAS CORP  
Form 4  
February 20, 2015

**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 \*  
SCHROEDER SCOTT C

(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)

02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Indirect Ownership (Instr. 4) |           |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |           |   |
| Common Stock                    | 02/18/2015                           |  | A <sup>(1)</sup>               |   | 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 <sup>(2)</sup>               |   | 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 <sup>(3)</sup>               |   | 5,706   | A  | \$ 0                                       | 1,303,613 | D |

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|              |            |   |       |   |          |           |   |                   |
|--------------|------------|---|-------|---|----------|-----------|---|-------------------|
| 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.

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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 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<br>840 GESSNER ROAD, SUITE 1400<br>HOUSTON, TX 77024 |               |           | Executive Vice President & CFO |       |

## Signatures

Deidre L. Shearer, Attorney-in-Fact for Scott C. Schroeder  
Date: 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.

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- (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.

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