

CABOT OIL & GAS CORP

Form 4

August 06, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINGES DAN O

(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)

08/05/2013

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)

Chairman, President & CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/05/2013		M	V Amount (A) or (D)	Price		
				156,420 A	\$ 11.31	1,146,710	D
Common Stock	08/05/2013		D	22,898 D	\$ 77.26	1,123,812	D
Common Stock	08/05/2013		F	56,013 D	\$ 77.26	1,067,799	D
Common Stock	08/05/2013		M	77,720 A	\$ 20.27	1,145,519	D
Common Stock	08/05/2013		D	20,410 D	\$ 77.19	1,125,109	D

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Common Stock 08/05/2013 F 24,042 D \$ 77.19 1,101,067 D

Common Stock 460,500 I Held by trust

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Appreciation Rights	\$ 11.31	08/05/2013		M	156,420	(1) 02/19/2016	Common Stock 156,420
Stock Appreciation Rights	\$ 20.27	08/05/2013		M	77,720	(2) 02/18/2017	Common Stock 77,720

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DINGES DAN O 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024	Chairman, President & CEO

Signatures

Deidre L. Shearer, Attorney-in-Fact for Dan O. Dinges 08/06/2013

**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).

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- (1) Stock Appreciation Rights became exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant, which was February 19, 2009.
- (2) Stock Appreciation Rights became exercisable for common stock in increments of one-third on each of the first three anniversaries of the date of grant, which was February 18, 2010.

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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