

Stalnaker Phillip L
 Form 4
 February 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Stalnaker Phillip L

(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)
 02/20/2013

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)
 Vice President & Regional Mgr.

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 | 02/20/2013 | | A ⁽¹⁾ | 2,584 A \$ 0 | 75,938 | D | |
| Common Stock | 02/20/2013 | | F | 822 D \$ 54.7 | 75,116 | D | |
| Common Stock | 02/20/2013 | | A ⁽²⁾ | 2,618 A \$ 0 | 77,734 | D | |
| Common Stock | 02/20/2013 | | F | 822 D \$ 54.7 | 76,912 | D | |
| Common Stock | 02/20/2013 | | A ⁽³⁾ | 1,705 A \$ 0 | 78,617 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|---------|----------------------|---|---------------------|
| Common Stock | 02/20/2013 | F | 609 | D | \$ 54.7 | 78,008 | D | |
| Common Stock | | | | | | 8,162 ⁽⁴⁾ | I | Held in 401(k) Plan |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Performance Shares | \$ 0 | 02/21/2013 | | A | 7,330 | ⁽⁵⁾ 12/31/2015 | Common | 7,330 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stalnaker Phillip L 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024 | | | Vice President & Regional Mgr. | |

Signatures

Deidre L. Stalnaker, Attorney-in-Fact for Phillip L. Stalnaker
 02/22/2013
 **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) One-third vesting of hybrid performance share award made on February 18, 2010.
- (2) One-third vesting of a hybrid performance share award made on February 17, 2011.
- (3) One-third vesting of hybrid performance share award made on February 16, 2012.
- (4) Based on a statement dated December 31, 2012 for shares held by the reporting person under the Cabot Oil & Gas Savings Investment Plan.

- The performance shares provide for payment in common stock and cash in an amount ranging from 0-200% of the performance shares awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2013 and ending December 31, 2015.
- (5)

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