

SCHROEDER SCOTT C

Form 4

February 21, 2019

**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

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(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)

02/19/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/19/2019                              |                                                             | A <sup>(1)</sup>                     | 29,283 A                                                                | \$ 0                                                                                                               | 1,508,627                                                            | D                                                                 |
| Common<br>Stock                       | 02/19/2019                              |                                                             | F                                    | 11,523 D                                                                | \$<br>25.18                                                                                                        | 1,497,104                                                            | D                                                                 |
| Common<br>Stock                       | 02/19/2019                              |                                                             | A <sup>(2)</sup>                     | 14,159 A                                                                | \$ 0                                                                                                               | 1,511,263                                                            | D                                                                 |
| Common<br>Stock                       | 02/19/2019                              |                                                             | F                                    | 5,572 D                                                                 | \$<br>25.18                                                                                                        | 1,505,691                                                            | D                                                                 |
| Common<br>Stock                       | 02/19/2019                              |                                                             | A <sup>(3)</sup>                     | 15,483 A                                                                | \$ 0                                                                                                               | 1,521,174                                                            | D                                                                 |

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|                 |            |   |       |   |             |           |   |                 |
|-----------------|------------|---|-------|---|-------------|-----------|---|-----------------|
| Common<br>Stock | 02/19/2019 | F | 6,093 | D | \$<br>25.18 | 1,515,081 | D |                 |
| Common<br>Stock |            |   |       |   |             | 8,400     | I | Held by<br>son. |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |        |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|--------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title  | Amount<br>Number<br>Shares |
| Performance<br>Shares                               | \$ 0                                                                  | 02/19/2019                              |                                                             | A                                       |                                                                                                           | 104,208                                                        |     | (4)                                                            | 12/31/2021         | Common | 104,                       |

## 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

02/21/2019

\*\*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) Vesting of hybrid performance shares granted on February 17, 2016.
- (2) Vesting of hybrid performance shares granted on February 22, 2017.
- (3) Vesting of hybrid performance shares granted on February 21, 2018.
- (4)

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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, 2019 and ending December 31, 2021.

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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