

CABOT OIL & GAS CORP

Form 4

February 23, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cunningham George Kevin

(Last) (First) (Middle)

CABOT OIL & GAS
CORPORATION, 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)

02/21/2017

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 ____ Other (specify
below) below)

Vice Pres. & General Counsel

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 Beneficial Ownership (Instr. 4)
Common Stock	02/21/2017		A ⁽¹⁾	3,297	A \$ 0 43,901	D	
Common Stock	02/21/2017		F	1,384	D \$ 22.85 42,517	D	
Common Stock	02/21/2017		A ⁽²⁾	2,346	A \$ 0 44,863	D	
Common Stock	02/21/2017		F	985	D \$ 22.93 43,878	D	
Common Stock	02/21/2017		A ⁽³⁾	3,123	A \$ 0 47,001	D	

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Common Stock 02/21/2017 F 1,311 D \$ 22.93 45,690 D

Common Stock 21,565 ⁽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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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	02/22/2017		A	17,522	⁽⁵⁾ 12/31/2019	Common 17,522

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cunningham George Kevin
CABOT OIL & GAS CORPORATION
840 GESSNER ROAD, SUITE 1400
HOUSTON, TX 77024

Vice Pres. & General Counsel

Signatures

Deidre L. Shearer, Attorney-in-Fact for George Kevin Cunningham

02/23/2017

 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 20, 2014.

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- (2) Vesting of hybrid performance shares granted on February 19, 2015.
- (3) Vesting of hybrid performance shares granted on February 17, 2016.
- (4) Based on a statement dated December 31, 2016 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
- (5) awarded, based upon certain performance criteria over a three year performance period, beginning January 1, 2017 and ending December 31, 2019.

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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