

CABOT OIL & GAS CORP
Form 4
February 22, 2010

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 *
SMYTH HENRY C

2. Issuer Name and Ticker or Trading Symbol
CABOT OIL & GAS CORP [COG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
840 GESSNER ROAD, SUITE 1400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Controller & Treasurer

HOUSTON, TX 77024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	02/19/2010		A ⁽¹⁾	V	1,167	\$ 41.15	45,040 D
Common Stock	02/19/2010		F ⁽²⁾		309	\$ 41.15	44,731 D
Common Stock	02/19/2010		A ⁽³⁾		2,540	\$ 41.15	47,271 D
Common Stock	02/19/2010		F ⁽²⁾		672	\$ 41.15	46,599 D

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMYTH HENRY C 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			VP, Controller & Treasurer	

Signatures

Lisa A. Machesney, Attorney-in-Fact for Henry C. Smyth 02/22/2010

__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).

One-third vesting of a hybrid performance share award made on February 20, 2008. Total award of 3,500 shares vest one-third on each of
(1) the three one year anniversary dates following February 20, 2008, provided the company has positive operating income in the year prior to vesting.

(2) Disposition of shares to cover tax liability on the hybrid performance share vesting.

One-third vesting of hybrid performance share award made on February 19, 2009. Total award of 7,620 shares vest one-third on each of
(3) the three one year anniversary dates following February 19, 2009, provided the company has positive operating income in the year prior to vesting.

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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