

CABOT OIL & GAS CORP  
Form 4  
February 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shearer Deidre 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)  
02/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Pres & Corp Sec

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)
				(A) or (D)	Price		
Common Stock	02/21/2017		A <sup>(1)</sup>	1,116	\$ 0	16,948	D
Common Stock	02/21/2017		F	528	\$ 22.85	16,420	D
Common Stock	02/21/2017		A <sup>(2)</sup>	938	\$ 0	17,358	D
Common Stock	02/21/2017		F	404	\$ 22.93	16,954	D
Common Stock	02/21/2017		A <sup>(3)</sup>	1,708	\$ 0	18,622	D

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Common Stock	02/21/2017	F	702	D	\$ 22.93	17,960	D	
Common Stock						3,021 <sup>(4)</sup>	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 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Shares	\$ 0	02/22/2017		A	13,274	<sup>(5)</sup> 12/31/2019	Common	13,274

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shearer Deidre L 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024			Vice Pres & Corp Sec	

## Signatures

Deidre L. Shearer 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.

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