

SCHROEDER SCOTT C
 Form 4
 February 21, 2019

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 *
 SCHROEDER SCOTT 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)
 02/19/2019

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Executive Vice President & CFO

HOUSTON, TX 77024
 (City) (State) (Zip)

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

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 02/19/2019 | | A ⁽¹⁾ | | 29,283 | \$ 0 | D | |
| Common Stock | 02/19/2019 | | F | | 11,523 | \$ 25.18 | D | |
| Common Stock | 02/19/2019 | | A ⁽²⁾ | | 14,159 | \$ 0 | D | |
| Common Stock | 02/19/2019 | | F | | 5,572 | \$ 25.18 | D | |
| Common Stock | 02/19/2019 | | A ⁽³⁾ | | 15,483 | \$ 0 | D | |

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

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Performance Shares | \$ 0 | 02/19/2019 | | A | 104,208 | (4) | 12/31/2021 | Common | 104,208 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHROEDER SCOTT C 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024 | | | Executive Vice President & CFO | |

Signatures

Deidre L. Shearer, Attorney-in-Fact for Scott C. Schroeder
 Date: 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.