

CABOT OIL & GAS CORP  
Form DEF 14A  
March 29, 2007

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY  
(AS PERMITTED BY RULE 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

**CABOT OIL & GAS CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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March 29, 2007

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Cabot Oil & Gas Corporation to be held on Wednesday, May 2, 2007, at 8:00 a.m., local time, in the First Floor Auditorium of our corporate headquarters, located at 1200 Enclave Parkway, Houston, Texas.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement cover the formal business of the meeting. To better acquaint you with the directors, the Proxy Statement contains biographical information on each nominee and each director continuing in office. Directors and officers of the Company will be present at the meeting to respond to your questions.

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented. Please complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided, or if your proxy card or voting instructions form so indicates, vote electronically via the Internet or telephone.

Sincerely,

DAN O. DINGES

Chairman, President and Chief Executive Officer

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**CABOT OIL & GAS CORPORATION**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD MAY 2, 2007**

The Annual Meeting of Stockholders of Cabot Oil & Gas Corporation (the Company), a Delaware corporation, will be held at the Company's corporate headquarters, First Floor Auditorium, 1200 Enclave Parkway, Houston, Texas 77077, on Wednesday, May 2, 2007, at 8:00 a.m., local time, for the following purposes:

- I. To elect three persons to the Board of Directors of the Company.
- II. To ratify the appointment of the firm PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2007 fiscal year.

III. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof. Only holders of record of the Common Stock at the close of business on March 20, 2007 are entitled to receive notice of and to vote at the Annual Meeting. The transfer books of the Company will not be closed. The Board of Directors of the Company has declared a two-for-one split of the Common Stock, to be effected by means of a stock dividend to stockholders of record on March 16, 2007, with a distribution date of March 30, 2007. Accordingly, the additional shares of Common Stock issued in the stock split will **not** be entitled to vote at the annual meeting.

It is important that your shares be represented and voted at the Annual Meeting. Stockholders are urged to vote their shares by one of the following methods whether or not they plan to attend the Annual Meeting:

vote via the Internet or by telephone using the instructions on the proxy card, if this option is available to you (please refer to your proxy card to determine if this option is available to you); or

complete, sign, date and return the accompanying proxy card in the enclosed self-addressed envelope (the self-addressed envelope requires no postage if mailed in the United States).

You may vote in person if you attend the Annual Meeting.

Please exercise your right to vote at your earliest convenient time.

BY ORDER OF THE BOARD OF DIRECTORS,

LISA A. MACHESNEY

Vice President, Managing Counsel and Corporate Secretary

Houston, Texas

March 29, 2007

**CABOT OIL & GAS CORPORATION**

1200 Enclave Parkway

Houston, Texas 77077

**PROXY STATEMENT**

**Annual Meeting of Stockholders**

**To Be Held May 2, 2007**

**GENERAL INFORMATION**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Cabot Oil & Gas Corporation (the Company) of proxies for use at its 2007 Annual Meeting of Stockholders, to be held at the Company's corporate headquarters, 1200 Enclave Parkway, Houston, Texas, on Wednesday, May 2, 2007, at 8:00 a.m., or any adjournment or postponement thereof (the Annual Meeting), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. You may revoke your proxy at any time prior to its use by a written communication to Ms. Lisa A. Machesney, Corporate Secretary of the Company, or by a duly executed proxy bearing a later date.

Stockholders attending the Annual Meeting may vote their shares in person even though they have already executed a proxy. Properly executed proxies not revoked will be voted in accordance with the specifications thereon at the Annual Meeting and at any adjournment thereof. Proxies on which no voting instructions are indicated will be voted **FOR** the election of the candidates named herein and **FOR** Proposal II and in the best judgment of the proxy holders on any other matters that may properly come before the meeting.

Only holders of record of the Company's Common Stock, par value \$.10 per share (Common Stock), as of the close of business on March 20, 2007, are entitled to vote at the Annual Meeting. As of that date, the Company had outstanding and entitled to vote 48,423,766 shares of Common Stock. The Board of Directors of the Company has declared a two-for-one split of the Common Stock, to be effected by means of a stock dividend to stockholders of record on March 16, 2007, with a distribution date of March 30, 2007. Accordingly, the additional shares of Common Stock issued in the stock split will **not** be entitled to vote at the annual meeting.

Each share of Common Stock is entitled to one vote per share. There is no provision for cumulative voting. A quorum for the consideration of business at the Annual Meeting consists of a majority of all outstanding shares of stock entitled to vote at the Annual Meeting. The Proxy Statement and form of Proxy are being first sent or given to shareholders on or about March 29, 2007.

In accordance with Delaware law, a stockholder entitled to vote for the election of directors can withhold authority to vote for all nominees for director or can withhold authority to vote for certain nominees for director. Abstentions and broker non-votes (proxies submitted by brokers that do not indicate a vote for a proposal because they do not have discretionary voting authority and have not received instructions as to how to vote on that proposal) are counted as present in determining whether the quorum requirement is satisfied. For purposes of determining the outcome of any question as to which the broker has physically indicated on the proxy that it does not have discretionary authority to vote, these shares will be treated as not present and not entitled to vote with respect to that question, even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other questions. Because the vote required for approval of Proposal II is a majority of the shares present in person or by proxy at the meeting and entitled to vote on the proposal, abstentions will have the same effect as votes against the proposal, but broker non-votes will not generally affect the outcome of the voting on the proposal.

**PROPOSAL I.**

**ELECTION OF DIRECTORS**

The Board of Directors is divided into three classes of directors serving staggered three-year terms. John G. L. Cabot, David M. Carmichael and Robert L. Keiser are currently directors and have been nominated for election at the Annual Meeting for terms of three years, each to hold office until the expiration of his term in 2010 and until his successor shall have been elected and shall have qualified.

It is the intention of the persons named in the enclosed form of proxy to vote such proxies **FOR** the election of Messrs. Cabot, Carmichael and Keiser for terms of three years. If any one of the nominees is not available at the time of the Annual Meeting to serve, proxies received will be voted for substitute nominees to be designated by the Board of Directors or, in the event no such designation is made by the Board, proxies will be voted for a lesser number of nominees. In no event will the proxies be voted for more than the number of nominees set forth below.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF MESSRS. CABOT, CARMICHAEL AND KEISER TO THE BOARD OF DIRECTORS.**

*Certain Information Regarding Nominees and Directors*

Set forth below, as of March 1, 2007, for each current director and for each nominee for election as a director of the Company, is information regarding age, position(s) with the Company, membership on committees of the Board of Directors, the period served as a director and term of office, business experience during at least the past five years, and other directorships currently held. Mr. Dinges, Chairman, President and Chief Executive Officer, is the only employee or former employee of the Company on the Board of Directors.

[GRAPHIC APPEARS HERE]

**John G.L. Cabot**

Age: 72

Director Since: 1989

Committee Memberships: Audit (Chairman), Safety and

Environmental Affairs, Executive

Term of Office Expires: 2007 (Nominee for Director)

Business Experience:

Retired September 1995

Cabot Corporation

Chief Financial Officer - October 1992 to September 1995

Vice Chairman of the Board - October 1988 to September 1995

[GRAPHIC APPEARS HERE]

**David M. Carmichael**

Age: 68

Director Since: 2006

Committee Memberships: Compensation, Corporate Governance and Nominations

Term of Office Expires: 2007 (Nominee for Director)

Business Experience:

Private Investor - (securities and energy investment) - 1996 to present

KN Energy, Inc.

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Vice Chairman and Chairman of the Management Committee - 1994 to 1996

American Oil & Gas Corporation (merged with KN Energy, Inc. in 1994)

Chairman, Chief Executive Officer and President - 1985 to 1994

Other Directorships:

EnSCO International Incorporated

Natural Resource Partners L.P.

[GRAPHIC APPEARS HERE]

**Dan O. Dinges**

Age: 53

Director Since: 2001

Committee Memberships: Executive

Position: Chairman, President and Chief Executive Officer

Term of Office Expires: 2008

Business Experience:

Cabot Oil & Gas Corporation

Chairman, President and Chief Executive Officer - May 2002 to present

President and Chief Operating Officer - September 2001 to May 2002

Samedan Oil Corporation (a subsidiary of Noble Affiliates, Inc., now Noble Energy Inc.)

Senior Vice President and Division General Manager, Offshore Division - 1998 to September 2001

Vice President and Division General Manager, Offshore Division - 1989 to 1998

Division General Manager, Offshore Division - 1986 to 1989

Division Landman, Offshore Division 1981 to 1986

Mobil Oil Corporation

Land Supervisor - 1978 to 1981

Other Directorships:

Lone Star Technologies, Inc.

Spitzer Industries, Inc.

Domestic Petroleum Council

Boy Scouts of America - Sam Houston Area Council

Foundation for Energy Education

Palmer Drug Abuse Program

[GRAPHIC APPEARS HERE]

**James G. Floyd**

Age: 70

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Director Since: 2001

Committee Memberships: Safety and Environmental Affairs (Chairman),

Compensation, Executive

Term of Office Expires: 2009

Business Experience:

JGF Inc. (ranching, real estate, and oil & gas investments)

Chairman and Owner

The Houston Exploration Company

President, Chief Executive Officer and Director - January 1986 to April 2001

Seagull Energy Corporation

Director of Seagull Energy Corporation and President of subsidiary

Seagull Exploration & Production, Inc. - 1981 to 1986

[GRAPHIC APPEARS HERE]

**Robert L. Keiser**

Age: 64

Director Since: 2006

Committee Memberships: Audit and Safety and Environmental Affairs

Term of Office Expires: 2007 (Nominee for Director)

Business Experience:

Retired June 1999

Kerr-McGee Corporation

Chairman of the Board - February 1999 to June 1999

Oryx Energy Company (merged with Kerr-McGee Corporation)

Chairman and Chief Executive Officer - 1995 to February 1999

Other Directorships:

Lone Star Technologies, Inc.

[GRAPHIC APPEARS HERE]

**Robert Kelley**

Age: 61

Director Since: 2003

Committee Memberships: Corporate Governance and Nominations (Chairman), Audit,

Compensation Term of Office Expires: 2009

Business Experience:

Kellco Investments, Inc. (private investment company)

President - April 2001 to present

Noble Affiliates, Inc.

Chairman of the Board - 1992 to April 2001

President and Chief Executive Officer - 1986 to October 2000

Other Directorships:

OGE Energy Corporation

Lone Star Technologies, Inc.

Smith International, Inc.

[GRAPHIC APPEARS HERE]

**P. Dexter Peacock**

Age: 65

Director Since: 1998

Committee Memberships: Executive (Chairman), Audit, Corporate Governance and  
Nominations

Position: Lead Director

Term of Office Expires: 2009

Business Experience:

Andrews Kurth L.L.P., Houston, Texas

Of Counsel - 1998 to present

Partner - 1975 to 1997

Managing Partner - 1986 to 1991

Other Directorships:

Rowan Companies, Inc.

[GRAPHIC APPEARS HERE]

**William P. Vititoe**

Age: 68

Director Since: 1994

Committee Memberships: Compensation (Chairman), Corporate Governance and Nominations

Term of Office Expires: 2008

Business Experience:

Retired May 1998

Consultant to Puget Sound Energy, Inc. - February 1997 to May 1998

Washington Energy Company

Chairman of the Board, Chief Executive Officer and President - January 1994 to February 1997

ANR Pipeline Company

President and Chief Executive Officer - October 1990 to December 1993

Other Directorships:

Comerica Inc.

Amerisure Inc.

Aegis Technologies

**CORPORATE GOVERNANCE MATTERS**

***Board of Directors Independence***

The Company's Corporate Governance Guidelines require that at least a majority of the Company's directors be independent under the New York Stock Exchange ( NYSE ) listing standards and all other applicable legal requirements. Additionally, all members of the audit committee, compensation committee and corporate governance and nominations committee are required to be independent.

As contemplated by NYSE listing standards, the board has adopted categorical standards to assist it in making independence determinations, under which relationships that fall within the categorical standard are not required to be disclosed in the proxy statement and their impact on independence need not be separately discussed. The board, however, considers all material relationships with each director and all facts and circumstances it deems relevant in making its independence determinations. A relationship falls within the categorical standard if it:

Is a type of relationship addressed in Section 303A2(b) of the NYSE Listed Company Manual, but under those rules does not preclude a determination of independence;

Is a type of relationship or transaction addressed in Item 404 of Regulation S-K, but under that regulation does not require disclosure; or

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Consists of charitable contributions by the Company to an organization where a director is an executive officer and does not exceed the greater of \$1 million or 2% of the organization's gross revenue in any of the last 3 years.

The Board of Directors has determined that each director's relationship with the Company, with the exception of Mr. Dinges, the Chairman, President and Chief Executive Officer, falls within the categorical standard and that all directors, with the exception of Mr. Dinges, are independent. In 2006, the Board of Directors determined that Messrs. Robert F. Bailey and C. Wayne Nance, who retired from the Board of Directors in 2006, were independent. Further, the Board of Directors has determined that all members of the audit committee, compensation committee and corporate governance and nominations committee are independent.

### *Corporate Governance Guidelines*

In 2003, the Board of Directors adopted the Cabot Oil & Gas Corporation Corporate Governance Guidelines. These guidelines outline the functions and responsibilities of the board, director qualifications, and various processes and procedures designed to ensure effective and responsive governance. The guidelines are reviewed from time to time in response to changing regulatory requirements and best practices and are revised accordingly. The full text of the Corporate Governance Guidelines can be found on the Company's website at [www.cabotog.com](http://www.cabotog.com) by clicking Investor Relations, and then clicking Corporate Governance, and a copy will be provided, without charge, to any shareholder upon request.

### ***Code of Business Conduct***

All employees, officers and directors are required to comply with the Company's long-standing Code of Business Conduct to help ensure that the Company's business is conducted in accordance with the highest standards of moral and ethical behavior. The Code of Business Conduct covers all areas of professional conduct including, conflicts of interest, customer relationships, insider trading, financial disclosure, intellectual property and confidential information, as well as requiring strict adherence to all laws and regulations applicable to the Company's business. Employees, officers and directors annually are required to reply to a Code of Conduct Questionnaire, which is designed to elicit information related to any known or possible violation of the Code. The full text of the Code of Business Conduct can be found on the Company's website at [www.cabotog.com](http://www.cabotog.com) by clicking Investor Relations, and then clicking Corporate Governance, and a copy will be provided, without charge, to any shareholder upon request.

### ***Executive Sessions of the Board of Directors***

The Board of Directors holds an executive session of the non-management directors during each of its regularly scheduled meetings. The executive sessions are presided over by the Lead Director, Mr. P. Dexter Peacock.

### ***Communications with the Board of Directors***

The Company's Board of Directors has a process for shareholders and other interested parties to send communications to the board. That process can be found in Item 9 of the Company's Corporate Governance Guidelines found at the Company's website at [www.cabotog.com](http://www.cabotog.com).

Communications should be addressed to the Board of Directors, a specified committee of the board, an individual director or the Non-management Directors in care of:

Vice President, Managing Counsel and Corporate Secretary

Corporate Legal Department

1200 Enclave Parkway

Houston, Texas 77077-1607

(281)589-4891

(281)589-4808 (fax)

(Outside the U.S. or U.S. long distance-call collect)

[lisa.machesney@cabotog.com](mailto:lisa.machesney@cabotog.com) (email)

All communications received as described above and intended for the Board of Directors, a committee of the Board of Directors, an individual director, or the non-management directors as a group will be relayed to the appropriate directors.

### ***Annual Meeting Attendance***

The Company's policy is that it expects all members of the Board of Directors to attend the Company's annual meeting of stockholders. In 2006, all but one of the members of the board attended the annual meeting.

### ***Board of Directors and Committee Meeting Attendance***

The Board of Directors held six meetings during 2006. All directors attended 100% of the meetings of the Board of Directors and of the committees held, with the exception of Mr. Carmichael who attended 67% of the meetings of the Board of Directors and committees held, while they were members during 2006.

### ***Director Compensation***

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During 2006, non-employee directors' annual compensation was based upon a fee of \$55,000, payable quarterly, for their services on the Company's Board of Directors and its committees. The Audit Committee Chairman receives an additional \$10,000 annual retainer, the remaining committee chairmen receive an additional \$5,000 annual retainer and the Lead Director receives an additional \$5,000 annual retainer, each payable quarterly, for their service. In May 2006, the annual retainer for the committee chairmen (other than audit) and the Lead Director increased from \$5,000 to \$7,500. There are no per meeting fees paid.

Prior to February 2007 non-employee directors received nondiscretionary automatic grants of non-qualified options to purchase 15,000 shares of the Common Stock at a price equal to 100% of the fair market value on the date first elected to the Board of Directors under the 2004 Incentive Plan. Messrs. Carmichael and Keiser, who joined the board in February 2006, received this award. We amended the 2004 Incentive Plan in February 2007 to eliminate this automatic grant to new non-employee directors. The options granted to Messrs. Carmichael and Keiser vest one-third on the first, second and third anniversary of the date of award and have a five-year term. In addition, in 2006, a

discretionary award was made to the non-employee directors of 2,460 restricted stock units each under the 2004 Incentive Plan, the restrictions on which lapse the date the non-employee director leaves the Board of Directors.

Directors who are employees of the Company receive no additional compensation for their duties as directors. All directors were reimbursed for travel expenses incurred for attending Board and committee meetings. Spouses of the directors were invited to attend one meeting during 2006 and travel expenses incurred by the spouses for attendance at this meeting were reimbursed by the Company. For more information on director compensation, see *Director Compensation* on page 30.

#### ***Director Retirement***

It is the policy of the Board of Directors that directors of the Company retire at the Annual Meeting following a director's 73<sup>rd</sup> birthday, unless a determination is otherwise made by the Board of Directors. Messrs. Robert F. Bailey and C. Wayne Nance retired from the Board of Directors in 2006.

#### ***Information on Standing Committees of the Board of Directors***

The Board of Directors has five standing committees: the Corporate Governance and Nominations Committee, the Audit Committee, the Compensation Committee, the Safety and Environmental Affairs Committee and the Executive Committee. Membership on each committee during 2006 is as discussed below. All standing committees, with the exception of the Executive Committee, are composed entirely of independent, non-employee directors.

*Corporate Governance and Nominations Committee* The Corporate Governance and Nominations Committee (the CGN Committee) is composed of four members: Messrs. Kelley (Chairman), Carmichael, Peacock and Vititoe. During 2006, the CGN Committee held two meetings. Each member of the CGN Committee satisfies the independence requirements of the NYSE listing standards. The CGN Committee Charter is available to shareholders on the Company's website at [www.cabotog.com](http://www.cabotog.com) by clicking Investor Relations, and then clicking Corporate Governance, and a copy will be provided, without charge, to any shareholder upon request.

The CGN Committee will consider director candidates recommended by shareholders. Under its charter, the CGN Committee seeks out and evaluates qualified candidates to serve as board members as necessary to fill vacancies or the additional needs of the board, and consider candidates recommended by shareholders and management of the Company. Any stockholder desiring to propose a nominee to the Board of Directors should submit such proposed nominee for consideration by the CGN Committee, including the proposed nominee's qualifications, to Ms. Lisa A. Machesney, Corporate Secretary, Cabot Oil & Gas Corporation, 1200 Enclave Parkway, Houston, Texas 77077.

The CGN Committee seeks to select candidates who have personal and professional integrity, who have demonstrated ability and judgment and who shall be effective, in conjunction with the other nominees and board members in collectively serving the long-term interests of the shareholders.

The CGN Committee generally identifies nominees through recommendations made by incumbent directors. A resume is reviewed and if merited, an interview follows. A qualified candidate identified by a shareholder follows the same committee process. There are no differences in the manner in which the CGN Committee evaluates nominees for director based on whether the nominee is recommended by a shareholder or recommended by the incumbent directors. The appointment of Messrs. Carmichael and Keiser as directors of the Company in February 2006 was recommended to the CGN Committee by non-management directors.

*Audit Committee* The Audit Committee is composed of four members: Messrs. Cabot (Chairman), Keiser, Kelley and Peacock. During 2006, the Audit Committee held four meetings. Each member of the Audit Committee satisfies the financial literacy and independence requirements of the NYSE listing standards. The Board has determined that Messrs. Cabot and Kelley meet the requirements of an audit committee financial expert as defined by the Securities and Exchange Commission. Mr. Kelley sits on four audit committees, including the Company's. The Board of Directors has determined that this simultaneous service does not impair Mr. Kelley's ability to serve on the Company's Audit Committee. The Audit Committee Charter is attached to this proxy statement as Appendix A. The charter is also available to shareholders on the Company's website at [www.cabotog.com](http://www.cabotog.com) by clicking Investor Relations, and then clicking Corporate Governance, and a copy will be provided, without charge, to any shareholder upon request.

The function of the Audit Committee is to review and report to the Board of Directors with respect to various auditing and accounting matters, including overseeing the integrity of the financial statements of the Company, the compliance by the Company with legal and regulatory requirements, the selection, independence, qualifications, performance and compensation of the Company's independent auditors and the performance of the Company's internal audit function.



It is the policy of the Audit Committee to pre-approve all audit, review or attest engagements and permissible non-audit services, including the fees and terms thereof, to be performed by the independent auditors, subject to, and in compliance with, the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 and the applicable rules and regulations of the SEC.

The Audit Committee has delegated to each member of the Audit Committee authority to pre-approve permissible services to be performed by the independent auditors. Decisions of a member to pre-approve permissible services must be reported to the full Audit Committee at its next scheduled meeting.

*Compensation Committee* The Compensation Committee is composed of four members: Messrs. Vititoe (Chairman), Carmichael, Floyd and Kelley. During 2006, the Compensation Committee held three meetings. Each member of the Compensation Committee satisfies the independence requirements of the NYSE listing standards. The Compensation Committee Charter is available to shareholders on the Company's website at [www.cabotog.com](http://www.cabotog.com) by clicking Investor Relations, and then clicking Corporate Governance, and a copy will be provided, without charge, to any shareholder upon request.

The function of the Compensation Committee is to recommend to the independent members of the Board of Directors the annual compensation of the Chief Executive Officer, to provide counsel and oversight of the annual compensation of the other officers of the Company, to review the annual compensation of the directors, to oversee and make recommendations to the Board of Directors with respect to incentive compensation plans and equity based plans and other executive benefit plans, and to provide guidance in the area of employee benefits.

*Safety and Environmental Affairs Committee* The Safety and Environmental Affairs Committee is composed of three members: Messrs. Floyd (Chairman), Cabot and Keiser. During 2006, the Safety and Environmental Affairs Committee held two meetings. Each member of the Safety and Environmental Affairs Committee satisfies the independence requirements of the NYSE listing standards.

The function of the Safety and Environmental Affairs Committee is to review the Company's safety and environmental management programs and evaluate major hazard analyses. From time to time, it also reviews the nature of and extent of Company spending for safety and environmental compliance and consults with outside and internal advisors regarding the management of the Company's safety and environmental programs.

*Executive Committee* - The Executive Committee is composed of four members: Messrs. Peacock (Chairman), Cabot, Dinges and Floyd. During 2006, there were no Executive Committee meetings held.

The function of the Executive Committee is to exercise all power and authority of the Board of Directors, except as limited by the Company's by-laws or applicable law.

## PROPOSAL II.

### APPOINTMENT OF INDEPENDENT AUDITORS

The Audit Committee has approved and recommended the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm to examine the Company's financial statements for 2007. Neither such firm nor any of its associates has any relationship with the Company except in their capacity as auditors. The persons named in the accompanying proxy will vote in accordance with the choice specified thereon, or, if no choice is properly indicated, in favor of the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company.

A representative of PricewaterhouseCoopers LLP is expected to attend the Annual Meeting and to be available to respond to appropriate questions raised during the Annual Meeting. The representative will also have an opportunity to make a statement during the meeting if the representative so desires.

See Audit Committee Report on page 9 for further information.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR ITS 2007 FISCAL YEAR.**

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**AUDIT COMMITTEE REPORT**

The Audit Committee is composed of four independent, non-employee directors. The Board of Directors has made a determination that the members of the Audit Committee satisfy the requirements of the NYSE listing standards as to independence, financial literacy and experience. The Board determined that two of the members of the Audit Committee, Messrs. Cabot and Kelley, are audit committee financial experts as defined by rules of the Securities and Exchange Commission. The responsibilities of the Audit Committee are set forth in the Audit Committee Charter, which was adopted in December 2003 by the Board of Directors. The function of the Audit Committee is to review and report to the Board of Directors with respect to various auditing and accounting matters, including overseeing the integrity of the financial statements of the Company, the compliance by the Company with legal and regulatory requirements, the selection, independence, qualifications, performance and compensation of the Company's independent registered public accounting firm and the performance of the Company's internal audit function. The Audit Committee also reviews its charter annually. This is a report on the Audit Committee's activities relating to the calendar year 2006.

***Review of Audited Financial Statements with Management***

The Audit Committee reviewed and discussed the audited financial statements and management's discussion and analysis of the Company's financial condition and results of operations with the management of the Company.

***Review of Financial Statements and Other Matters with Independent Registered Public Accounting Firm***

The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed as described in Statement on Auditing Standards ( SAS ) No. 61-Communication with Audit Committees, as updated by SAS No. 89-Audit Adjustments, and SAS No. 90-Audit Committee Communications. The Audit Committee has received and reviewed the written disclosures and the letter from PricewaterhouseCoopers LLP ( PWC ), the Company's independent registered public accounting firm, required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and has discussed with PWC the independent registered public accounting firm's independence. These discussions included a review of all audit and non-audit services (including tax services) provided by PWC to the Company.

***Recommendation that Financial Statements be Included in Annual Report***

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year 2006 for filing with the Securities and Exchange Commission.

*Audit Committee*

John G. L. Cabot (Chairman)

Robert L. Keiser

Robert Kelley

P. Dexter Peacock

**FEES BILLED BY INDEPENDENT PUBLIC ACCOUNTANTS**
**FOR SERVICES IN 2006 AND 2005**

<b>Fee Type*</b>	<b>2006</b>	<b>2005</b>
Audit Fees	\$ 1,218,302	\$ 1,217,794(1)
Audit Related Fees	\$ 59,500(2)	
Tax Fees (3)	\$ 223,570	\$ 207,171
All Other Fees		

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- \* No pre-approved requirements were waived under the *de minimis* exception.
- (1) Includes \$296,967 for the 2005 audit that was billed and paid by the Company in 2006 after the filing of the Company's proxy statement for the 2006 annual meeting of stockholders.
  - (2) Includes assistance with adoption of accounting standards, an S-8 registration statement and an 8-K current report on a divestiture.
  - (3) Includes federal, provincial, state and sales tax planning, audit support, compliance, advice, and return preparation for United States and Canadian operations.

**EXECUTIVE COMPENSATION**

The share information in this Executive Compensation section does not give effect to the two-for-one split of the Common Stock on March 30, 2007.

**Compensation Discussion and Analysis**

**Introduction**

The function of the Compensation Committee of the Cabot Oil & Gas Board of Directors ( Committee ) is to design and maintain an executive compensation program to attract, retain, align and engage highly qualified executives in a performance based compensation structure, which rewards executives for creating sustained shareholder value. The Committee has developed a structured executive compensation program, which it formally evaluated and approved. This program includes a compensation committee charter, total compensation philosophy and strategy, industry peer group definition, annual calendar and general policy framework.

**Philosophy and Objectives of the Company's Compensation Programs**

The guiding philosophy and specific objectives of the Company's compensation programs are: (1) to align executive compensation design and outcomes with business strategy, (2) to encourage management to create sustained value for the stockholders, (3) to attract, retain, align and engage our executives and (4) to support a performance-based culture throughout the Company. These primary objectives are evaluated annually by: (a) measuring and managing the mix of named executive officer ( NEO ) compensation, with a goal of making a majority of total compensation performance based that is balanced between short-term and long-term incentives, (b) tying incentive plan metrics and goals to shareholder value principles and (c) having a balanced, open and objective discussion by the Committee in setting goals and measuring performance. The Committee believes that each of these objectives carry an equal amount of importance in the Company's compensation program. The Company's compensation program is designed to reward the Company's executives for meeting or exceeding the short-term (one year) financial and operating targets and the long-term strategy of the Company.

The Company uses various components of executive compensation, with an emphasis on variable compensation and long-term incentives. The components of executive compensation are presented in the table below and discussed in more detail later in this report.

<b>Compensation Component</b>	<b>Purpose</b>	<b>Competitive Positioning</b>
Base Salary	Market-competitive pay for comparable positions and experience and competence of executive.	Base salaries are targeted to approximate the market median, taking into account the competitive environment, as well as the experience and accomplishments of each executive.
Annual Incentive Bonus	Focus on Company and individual performance:  Financial Goals (Net Income, Finding Costs)  Corporate Operational Goals (specific objectives tied to Production Growth and Reserve Growth)  Individual objectives aligned with corporate strategy  Committee discretion to reflect qualitative performance	Annual bonuses are established as a percentage of base salary and are targeted to match industry bonus percent levels for comparable executive positions.
Long-term Incentives	Prominent part of total compensation to maintain alignment with shareholder value creation:  Stock Appreciation Rights (time vested)	Long-term incentives are intended to promote the executives' attention to long-term value creation for the stockholders.

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Restricted Stock/Units (time vested to promote retention)

Because the Company values stock ownership by its executives, the value of equity awards is generally targeted for the 2<sup>nd</sup> highest quartile of the peer group.

Performance Shares (earned and vested based on Total Shareholder Return versus peers)

### Stock Ownership Guidelines

Executive Benefits and Perquisites

Comprehensive programs to build financial security, manage personal financial risk and limit Company costs.

Value of benefits and perquisites are generally targeted to be competitive with market levels.

Total Compensation

Designed to attract, retain, align and engage highly qualified executives, while creating a strong connection to financial and operational performance and long-term shareholder value.

Total compensation is highly correlated with Company and individual performance and is generally targeted slightly above the median for the executive when compared to the peer group.

The Committee's competitive philosophy for executive compensation is to assess and offer a total compensation package that is targeted slightly above the median level for the comparative peer industry group. In that total, a greater weight is placed on long-term equity awards versus annual cash to foster an environment where stock price appreciation over the long-term is a major executive focus, which in turn benefits the stockholders. The competitive market is determined by reference to the compensation practices of an industry peer group as set forth below.

**Industry Peer Group**

The companies chosen by the Committee for the peer group represent the Company's direct competitors of similar size and scope in the exploration and production sector of the energy industry, and are companies that compete in the Company's core areas of operation for both business opportunities and executive talent. Based on the December 29, 2006 closing market prices, the industry peer group's market capitalization ranged from approximately \$1 billion to \$5.9 billion. The Company's market capitalization on December 29, 2006 was approximately \$2.9 billion, which positioned the Company near the median of the group. The peer group changes from time to time due to business combinations, asset sales and other types of transactions that cause peer companies to no longer exist or no longer be comparable. The Committee approves all revisions to the peer group. The 16 company peer group used during 2006 was as follows:

Berry Petroleum Company

Cimarex Energy Company

Comstock Resources, Inc.

Denbury Resources Inc.

Encore Acquisition Company

Forest Oil Corporation

Houston Exploration Company

Plains Exploration & Production Company

Pogo Producing Company

Quicksilver Resources Inc.

Range Resources Corporation

Southwestern Energy Company

Stone Energy Corporation

St. Mary Land & Exploration Company

Swift Energy Company

Whiting Petroleum Corporation

**2006 Committee Activity**

During 2006 the Committee held three meetings, one in each of February, May and October. At the February 2006 meeting, the Committee reviewed the competitive market study of the Company's sixteen member peer group by Hewitt Associates, the Committee's independent compensation consultant (see Compensation Consultant below at page 17). Based on the study and the CEO's recommendations with respect to the other Company officers, the Committee determined 2006 salaries, bonus payouts for 2005 performance and the annual grant of long-term incentive awards for the officers of the Company. A detailed discussion of each item of compensation can be found below at page 12, Elements of Compensation. The Committee also set the bonus metrics for 2006. Each of the 2006 metrics were established to achieve positive operational and financial results taking into consideration certain external economic and industry factors, including commodity prices, cost of services and regulatory issues. A detailed discussion of the 2006 bonus program and these metrics follows on page 13 Annual Incentive Bonus.

At the May 2006 meeting, the Committee reviewed Hewitt Associates' competitive analysis of director compensation and, on the basis of this review, recommended to the Board of Directors a restricted stock unit award of 2,460 units to each non-employee member of the board. The Committee based this recommendation on its desire to provide a long-term incentive award to each director valued at approximately \$125,000, which results in a total compensation package that is slightly above the median level of the competitive market for non-employee directors. The Board of Directors subsequently approved this recommendation.

Also at the May meeting, the Committee recommended the adoption of a new Mineral, Royalty and Overriding Royalty Interest Plan (the ORRI Plan), which was subsequently approved by the Board of Directors. The ORRI Plan allows designated employees, including the NEOs, the opportunity to purchase a portion of certain mineral, royalty and overriding royalty interests acquired from time to time by the Company. The participants in the ORRI Plan are designated by the Committee and have the opportunity to purchase a portion of the Company's interest (as determined by the Committee) for cash at a price determined using the same cost basis as the Company acquired the interest. Because of the risk component and because the employees pay for their interest, participation in the ORRI Plan is not viewed by the Committee as compensation. However, it is designed to be an incentive, recruiting and retention tool for the Company in hiring and retaining key employee talent. The Committee believes the ORRI Plan is an important program which sets the Company above other competitors seeking to hire the same talent. Under the ORRI Plan, approximately one-half of the mineral, royalty and overriding royalty interests acquired by the Company in the McCampbell Field, located in Aransas County, Texas were offered in July 2006 to 73 employees, including the NEOs. No other interests were offered under the ORRI Plan in 2006. See further information related to this program following on page 32, Related Party Transactions.

At the October 2006 meeting, the Committee reviewed an analysis prepared and presented by Hewitt Associates on current compensation issues and trends and an update of its report presented in February 2006 on the competitiveness of the Company's executive compensation program. This analysis is the precursor for the Committee's review of all components of compensation in the following February meeting.

Also at the October meeting, the Committee took action to amend, on a global basis effective January 1, 2006, certain terms of all outstanding employee equity awards to make them consistent with other employee equity awards and director awards. The amendment revises the treatment of outstanding equity awards upon an employee's termination of employment caused by death, disability or retirement, as such terms are defined in the various equity award agreements. The Committee believes that this amendment will lessen the administrative burden on both the Company and the Committee by not requiring individual Committee consideration of the treatment of each award upon every employment termination and is a reasonable treatment of these awards upon a termination of employment. The amendment had no impact on the NEOs in 2006. For a detailed review of the amendment see the table presented on page 21, following the table Outstanding Equity Awards at Fiscal Year End.

## Elements of Compensation

### **Elements of In-Service Compensation**

There are three major elements of the executive in-service compensation program. The elements are (1) base salary, (2) annual incentive bonus and (3) long-term incentive equity awards. Company perquisites are a minor element of the executive compensation program. This compensation design was selected by the Committee to motivate the executives in the short-term to meet yearly operating targets using the annual incentive bonus and to motivate the executives over the longer term to build long-term shareholder value and to serve as a retention tool using various types of equity awards. This design generally mirrors the pay practices of the industry peer group. Each element is described below.

#### Base Salary

The Committee believes base salary is a critical element of executive compensation because it provides executives with a base level of monthly income. The base salary of each executive, including the NEOs, is reviewed annually by the Committee. The CEO's salary is established by the Committee and the other executives' salaries are established jointly by the CEO and the Committee. Base salary is targeted for all executive positions near the median level of the peer group. Individual salaries take into account the Company's annual salary budget, the individual's levels of responsibility, contribution and value to the Company, individual performance, prior relevant experience, breadth of knowledge and internal and external equity issues. Changes in base salary from 2005 to 2006 averaged 7.0% for the NEOs, ranging from 5.4% to 10%, and are as follows:

<b>Name</b>	<b>2005 Base Salary</b>	<b>2006 Base Salary</b>
Mr. Dinges	\$ 470,000	\$ 500,000
Mr. Schroeder	\$ 265,000	\$ 282,200
Mr. Walen	\$ 328,000	\$ 360,800
Mr. Arnold	\$ 210,000	\$ 223,000
Mr. Hutton	\$ 205,000	\$ 216,000

Mr. Dinges' 2006 base salary of \$500,000 approximated the median of the industry peer group for the 2006 competitive data. The base salaries of the other NEOs fell below the median of the peer group. This is primarily due to the timing and logistics of conducting previous annual competitive studies, along with individual tenure in certain executive positions, changes in responsibility, strong industry performance and pay changes in the peer group. Further, total compensation values were the primary concern in finalizing 2006 base salary decisions. In 2006, two competitive studies were conducted (February and October) to assist the Committee in its compensation evaluation. No additional action to

revise base salary decisions made in February was taken by the Committee in the October meeting.

Annual Incentive Bonus

The annual incentive bonus opportunity is based upon the Company's pay-for-performance philosophy. The opportunity provides the NEOs, as well as other executives and key employees, with an incentive in the form of an annual cash bonus to achieve overall business goals. The bonus opportunity is stated as a percentage of base salary and is set using the Committee's philosophy to target bonus levels (as a percentage of base salary) consistent with the competitive market for executives in similar positions. Annual bonus opportunities allow the Company to communicate specific goals that are of primary importance to the Company during the coming year and motivate executives to achieve those goals. The 2006 measurement criteria were designed to drive value increases for the Company's stockholders.

During 2006 the bonus opportunity at a 100% of target level payout for the NEOs was as follows:

Executive	Percentage of Salary	100% Payout Value
Mr. Dinges	90%	\$ 450,000
Mr. Schroeder	65%	\$ 183,430
Mr. Walen	70%	\$ 252,560
Mr. Arnold	50%	\$ 111,500
Mr. Hutton	45%	\$ 97,200

The 2006 bonus criteria measure the overall Company performance for year-over-year reserve and production growth, along with absolute levels for finding costs and net income. These metrics are weighted 25%, 15%, 15% and 15%, respectively, for a total of 70% of the bonus amounts. The remaining 30% is within the CEO's and the Committee's discretion. With respect to this discretionary component, the Committee and the CEO, as applicable, evaluate among other things, individual performance, regional performance, per share metrics improvement, industry conditions, along with acquisition and divestiture activity, and make a subjective determination as to the achievement of goals with respect to this component.

For each of the four metrics, the payout ranges for 2006 are as follows:

	0%	Payout 100%	200%
Reserve Growth	0%	7%	15%
Production Growth	0%	5%	10%
Finding Costs, per Mcfe	\$ 2.90	\$ 1.90	\$ 1.50
Net Income	\$ 100 million	\$ 175 million	\$ 250 million

For performance above the 200% level shown above, the payout increases linearly (using the same increment as between 100% and 200%) as performance achieved increases above the 200% level. Once the payout based on each of the four performance metrics is computed and the results are weighted as described above to compute the formula goal achievement, the discretionary portion of the bonus, as determined by the Committee, is added (this discretionary goal achievement can range from an achievement of 0% to 60% payout at the 200% performance level).

Once the formula goal achievement and the discretionary goal achievement are determined, the actual amount of the total bonus is determined using the following table:

Total Goal Achievement	Bonus Factor
<50	0
50-74%	.5
75- 124%	Actual Achievement
125 - 150%	1.5
>150	2.0
>200	Actual Achievement

Upon completion of each fiscal year, the CEO makes recommendations to the Committee for annual bonuses to be paid to each executive officer (other than the CEO) using the formula established for the program in that year.



Upon completion of each fiscal year, the Committee develops a recommendation to the Board for the CEO annual incentive bonus based on Company performance, the formula payout and the Board's annual CEO performance evaluation. The independent directors of the Board evaluate the bonus recommendation and set the CEO annual incentive bonus payment. The CEO bonus payment for 2006 was 200% of target.

The metrics for 2006 were established by the Compensation Committee at the beginning of 2006 based on the budgeted expectations for the year. During 2006, the Company elected to divest certain properties in South Louisiana and offshore, which was not contemplated when the year began. After discussion between the Committee and management, the Committee determined that the Company's performance against the metrics for the 2006 bonus should be calculated as if no sale had occurred in order to measure achievement versus original expectations.

The Company's 2006 performance against the pre-established metrics is as follows:

The ending balance for reserves was not reduced for the reserves sold, which totaled 68 Bcfe of proved reserves, as of the effective date of the sale. Through the drillbit, acquisitions and revisions to prior reserve estimates, the Company grew reserves by 11.5% year-over-year.

The Company's reported production growth of 4.6% excluded the volumes for the fourth quarter from the properties sold. Adding back estimated fourth quarter volumes of 3.3 Bcfe to full year production resulted in full year production growth of 8.5%.

Finding costs, which capture the costs associated with finding new reserves through drilling, purchases and revisions to prior reserves estimates, were \$2.10 per Mcfe. Since finding costs do not contemplate sold assets, this metric was not impacted by the sale.

Net income of \$321.2 million included \$145.1 million (after tax) related to asset sales. Removing this gain resulted in \$176.1 million of net income.

The result is a reserve growth level that exceeded target, a production growth achievement above target, a finding cost performance below target and net income at target. The Committee applied its discretion to recognize significant per share metric improvement and significant positive stock price movement. Thereafter, the bonus table was applied resulting in a 200% payout for the year.

#### Long-Term Incentives

All long-term incentives awarded in 2006 were made under the 2004 Incentive Plan, approved by the Company's stockholders at the 2004 Annual Meeting of Stockholders. In 2006 the Committee employed a combination of performance shares, restricted stock and stock appreciation rights (SARs) to provide long-term incentives to the Company's executives. Performance shares were awarded to those individuals who were determined by the Committee to be key employees. Restricted stock was awarded as a retention incentive due to the highly competitive market for energy industry executives. SARs were awarded as an additional tie of compensation to the Company's stock price performance. The SARs awarded in 2006 are payable in shares of Common Stock, thereby using fewer shares and minimizing dilution as compared to stock options. The Committee's objective was to deliver approximately one-third of the long-term incentive value in the form of performance shares, approximately one-third in the form of restricted stock and approximately one-third in the form of SARs. The total size of the long-term incentive awards is based on competitive practice and is targeted to fall within the 2<sup>nd</sup> highest quartile of the industry peer group. The Committee does not typically consider past long-term incentive awards, such as the amount of equity previously granted and outstanding, or the number of shares owned, when determining annual long-term incentive awards.

Performance Shares. The Committee commenced using performance shares in lieu of stock options in 2004 due to: (i) the less dilutive impact of performance shares, and (ii) the fact that in an up market, stock options can increase in value, but Company performance can still lag the peer groups' performance. For these reasons, the Committee believes that the Company's performance share awards are a better measure of performance versus the peer group and appropriately link stock performance and compensation. For additional information about the performance shares, see Grants of Plan-Based Awards below at page 20.

Restricted Stock. The Company's restricted stock awards to executives in 2006 consisted of grants of Common Stock, the restrictions on which lapse one-third on each of the first, second and third anniversaries of the date of the grant. The Committee believes that these awards provide a retention tool to the Company and encourage equity ownership in the Company.



**Stock Appreciation Rights (SARs).** SARs were granted in 2006 with an exercise price equal to the fair market value on the date of grant. Consistent with the Company's 2004 Incentive Plan, the SAR grant date is the date on which the Committee or the Board of Directors approves the award, and the fair market value is the average of the high and low trading prices of the Common Stock on the grant date. SAR awards, as well as all other executive equity awards, are generally made in February of each year at a pre-scheduled and in-person meeting of the Committee. Company management is given no discretion to choose the grant dates. The SARs vest one-third on each of the first, second and third anniversaries of the date of grant and have a seven-year term. Upon exercise, the executive receives Common Stock equal to the value of the equity in the award. This value is determined by subtracting the exercise price from the fair market value of each share on the exercise date and multiplying this result by the number of shares exercised. The resulting value (less any required tax withholding) is then divided by the fair market price on the date of exercise to determine the number of shares issued.

**Personal Benefits and Perquisites**

The Company provides the NEOs with perquisites and other personal benefits that the Company and the Committee believe are reasonable and consistent with the overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Committee periodically reviews the level of perquisites and other personal benefits provided to the NEOs. The NEOs are provided with club membership dues, a tax gross up on the club membership dues, a Company-paid physical examination for the NEO and his/her spouse, a financial and tax planning stipend of up to \$3,000 annually, premium life insurance, and spouse travel to certain business meetings. The aggregate cost to the Company of the perquisites and personal benefits described above for the NEOs for 2006 are included under "All Other Compensation" of the Summary Compensation Table following on page 18.

**Other Compensation**

The Company offers all of its employees, including the NEOs, standard benefits including medical and dental reimbursement, short-term and long-term disability plans, basic life and accident insurance and an employee assistance program. The Company offers retirement programs consisting of both qualified and nonqualified defined benefit pension and defined contribution savings plans. See "Elements of Post-Termination Compensation" below for further descriptions of these programs.

**Impact of Regulatory Requirements**

The Company's performance shares, SARs and stock options (when used as a long-term incentive) are intended to constitute "qualified performance based compensation" as defined under Section 162(m) of the Internal Revenue Code, with the effect that the deduction disallowance of Section 162(m) should not be applicable to compensation paid to covered employees under the performance shares, SARs and stock option provisions. It is the Committee's intent that the majority of long-term incentive awards will qualify under Section 162(m). In 2006, the Company was not able to deduct approximately \$3.2 million as a result of the application of Section 162(m) to the 2006 vesting of restricted stock awards granted in 2003, 2004 and 2005. Restricted stock grants with vesting based solely on the passage of time do not qualify as performance based compensation.

In addition, in order to permit the Committee the flexibility to use subjective and discretionary components in setting annual cash incentive awards without the Company's loss of deduction under Section 162(m), the Company uses a "negative discretion" plan for executive officers to whom Section 162(m) might be applicable. Under this plan, the Committee sets one or more financial or operating performance targets early in the year to create a bonus pool intended to meet the requirements of Section 162(m) for such executive officers and reserves the right to reduce or otherwise set the cash incentive amounts taking other factors into account. As a result, the Section 162(m) metrics are not the primary metrics used in determining the relevant cash incentive awards to these executive officers.

**Elements of Post-Termination Compensation**

**Pension Plan.** Company employees, including the NEOs, are provided with retirement income by the Company's Pension Plan, a noncontributory defined benefit plan that provides benefits based generally upon the employee's years of service and the employee's compensation levels, using the highest five years of the last ten years of employment. Compensation for purposes of determining benefits under the Pension Plan generally consists of taxable income, before the employee's participation in voluntary pre-tax benefit plans. The Committee believes that the Pension Plan is conservative in that compensation under the Pension Plan does not include income arising from the exercise of a stock option or SAR or from the receipt of a performance share award or a restricted stock award, nondeductible moving expenses, disability pay, severance pay, taxable group term life insurance benefits and other taxable fringe benefit payments. Further, no current participant has been given enhanced or extra years of service credit.

The Pension Plan provides for full vesting after five years of service. Benefits are payable for the life of the employee on a single-life annuity basis if the retiree is unmarried or on a 50% joint and survivor basis if the retiree is married. Benefits are not subject to any deductions for Social Security or other offset amounts. Lump sum conversions are based on the 1994 Group Annuity Reserves Table with rates blended 50% for males

and females and an interest rate equal to the 30-year Treasury rate for the month of November in the year preceding the year of payment.

**Savings Investment Plan.** The Savings Investment Plan is a tax-qualified retirement savings plan in which all employees, including the NEOs, may participate. It allows participants to contribute the lesser of up to 50% of their annual salary, or the limit prescribed by the Internal Revenue Service, on a pre-tax basis. The Company matches 100% of the first six percent of a participant's pre-tax contribution. Participants are 100% vested in the Company's contributions after five years of service, vesting 20% per year.

**Supplemental Employee Retirement Plan ( SERP ).** The Company has entered into non-qualified and unfunded supplemental arrangements to supplement the benefits payable to certain officers, including the NEOs, to the extent benefits under the Pension Plan are limited by provisions of the Internal Revenue Code or the Employee Retirement Income Security Act of 1974, as amended. The amount of the SERP is calculated using the same formula as is used for the qualified Pension Plan and is the difference between total compensation as defined in the Pension Plan (as if certain defined benefit limits were not imposed) and the qualified benefit.

**Deferred Compensation Plan.** The Deferred Compensation Plan provides supplemental retirement income benefits for the officers of the Company, including the NEOs, through voluntary deferrals of salary, bonus and certain long-term incentives. It also allows for the Company to provide its full six percent match when Company contributions of the matching amount cannot be made to the Company 401(k) Plan up to Internal Revenue Code limitations, due to the executive's deferral of compensation which reduce salary and bonus to less than \$250,000. The plan allows the officers to defer the receipt and taxation on income until retirement from the Company. The Company makes no additional contributions to, nor does it pay in excess of market interest rates on, the Deferred Compensation Plan. Amounts deferred by an officer under the Deferred Compensation Plan are held and invested by the Company in various mutual funds and other investment options selected by the officer at the time of deferral. For additional information about the Deferred Compensation Plan, including the investment options and the manner of distributions, see Non-Qualified Deferred Compensation following on page 25.

**Retiree Medical Coverage.** The Company provides certain health benefits for retired employees, including the NEOs, including their spouses, eligible dependents and surviving spouses (retirees). The health care plans are contributory with participants' contributions adjusted annually. Employees become eligible for this benefit if they meet certain age and service requirements at retirement.

#### **Change-in-Control Agreements**

The Company has entered into Change-in-Control Agreements with the NEOs, and with certain other senior officers of the Company. This program has been in place since 1995, at which time a majority of the then industry peer group had in place some form of change-in-control program. The Committee believes that these agreements encourage such employees to remain in the employ of and to carry out their duties with the Company in the event of a change-in-control of the Company and during circumstances suggesting a change-in-control might occur. The Committee believes this program is important to maintaining strong leadership and to encourage retention in these situations. For a more detailed discussion of the change-in-control program, see Potential Payments Upon Termination or Change-in-Control on page 25.

#### **Stock Ownership Guidelines**

In February 2006 the Corporate Governance and Nominations Committee of the Board of Directors adopted stock ownership guidelines for the officers and directors of the Company. These stock ownership guidelines were thereafter approved by the Board of Directors. The Board of Directors and the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer are expected to hold 30% of the after-tax shares received upon the vesting or exercise of an equity award until such time as they have accumulated five times base salary for the officers and five times annual retainer for the directors. All other Vice Presidents are expected to hold 30% of the after-tax shares received upon the vesting or exercise of an equity award until such time as they have accumulated three times base salary. All of the NEOs are in compliance with the stock ownership guidelines.

#### **Conclusion**

The Committee and the Company believe these executive compensation policies and programs effectively serve the interests of the stockholders and the Company. The Committee has worked over the years to devise, manage and provide an executive compensation program that meets its intended objectives and contributes to the Company's overall success.

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**Disclosure Regarding Compensation Committee Governance**

**Compensation Committee Members and the Compensation Committee Charter**

Executive compensation recommendations and decisions at the Company are made by the Committee. The Committee is currently made up of four non-employee directors, each of whom is independent as that term is defined by the rules of the NYSE. The determination of the independence of the members of the Committee is made annually by the full Board of Directors, most recently in February 2007. The Committee's responsibilities are set forth in the Committee's charter, which can be found at [www.cabotog.com](http://www.cabotog.com), by clicking Investor Relations, and then clicking Corporate Governance. The Committee's primary responsibilities are to:

Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the board the CEO's compensation level based on this evaluation. The independent directors of the board then have final authority to act on the Committee recommendation.

Provide counsel and oversight of the evaluation and compensation of management of the Company, including base salaries, incentive compensation and equity based compensation.

Discharge all duties imposed on the Committee by the Company's long-term incentive plans, including making grants.

Retain or replace any compensation consultant engaged to assist in evaluating the compensation of the Company's directors, CEO and other officers and to approve such consultant's fees and other terms of retention.

**Compensation Consultant**

The Committee employs the services of an executive compensation consultant. During 2006, Hewitt Associates assisted the Committee with executive compensation matters and has also been retained by the Committee for 2007. Hewitt Associates has assisted the Committee on executive compensation matters since 1990. Hewitt Associates is responsible for preparing and presenting a comprehensive competitive market study of the compensation levels and practices for a group of industry peers. The Committee approved industry peer group is listed and described in more detail above on page 11, Industry Peer Group. Hewitt Associates is also responsible for preparing and presenting a director compensation study using the same industry peer group. The Committee relies on Hewitt Associates for input on pay philosophy, current market trends, legal and regulatory considerations and prevalence of benefit and perquisite programs. A representative of Hewitt Associates attends all regular meetings of the Committee and participates in most executive sessions.

The Committee believes Hewitt Associates is independent of management. Hewitt Associates works exclusively for the Committee and generally performs no services directly for management. Management does not retain the services of a compensation consultant.

**Role of Executives in Establishing Compensation**

The President and CEO, the Senior Vice President and COO, the Vice President and CFO, the Vice President, Human Resources and the Vice President, Managing Counsel and Corporate Secretary each play a role in the Company's compensation process. With the benefit of Hewitt Associates' competitive market study, the CEO makes compensation recommendations to the Committee for the other officers of the Company. The CEO considers internal pay equity issues, individual performance and Company performance in making his recommendations to the Committee. The Senior Vice President and COO and the Vice President and CFO make recommendations to the CEO for their respective direct reports. The Vice President, Human Resources provides the Committee survey data from a wider group of companies in the energy sector than the industry peer group described above, which the Committee uses for evaluation of non-executive compensation, and general administrative support implementing the Committee's decisions. The executives listed above, together with the Vice President, Managing Counsel and Corporate Secretary, prepare materials and agenda for the Committee meetings and also prepare the long-term equity plans as directed by the Committee for its review and consideration. Certain of the noted officers attend the Committee meetings; however, the officers are generally excused from the meetings to enable the Committee to meet privately in executive session, both with and without the compensation consultant. The Committee has delegated to management authority to administer the long-term incentive plans in accordance with the terms and conditions of the plans, the specific award agreements and the specific individual awards approved by the Committee.

**Compensation Committee Report**

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The Compensation Committee of the Company has reviewed and discussed with management the above Compensation Discussion and Analysis and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

### *The Compensation Committee*

William P. Vititoe, Chairman

David M. Carmichael

James G. Floyd

Robert Kelley

**Summary Compensation Table**

The table below summarizes the total compensation paid to or earned by each of the CEO, the CFO and the next three most highly compensated executive officers ( NEOs ) for the fiscal year ended December 31, 2006.

Amounts paid under the Company's 2004 Incentive Plan, which are listed in the column titled Non-Equity Incentive Plan Compensation, were determined by the Committee at its February 22, 2007 meeting for 2006 performance and, to the extent not deferred by the executive, were paid out shortly thereafter. For additional information about Non-Equity Incentive Plan Compensation, see page 13, Annual Incentive Bonus.

**2006 SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Dan O. Dinges Chairman, President and Chief Executive Officer	2006	\$ 495,000	0	\$ 1,808,218	\$ 337,132	\$ 900,000	\$ 115,011	\$ 30,718	\$ 3,686,079
Scott C. Schroeder Vice President and Chief Financial Officer	2006	\$ 279,333	0	\$ 608,242	\$ 110,779	\$ 366,900	\$ 61,696	\$ 26,943	\$ 1,453,893
Michael B. Walen Sr. Vice President and Chief Operating Officer	2006	\$ 355,333	0	\$ 953,494	\$ 136,623	\$ 505,100	\$ 296,550	\$ 37,184	\$ 2,284,284
J. Scott Arnold Vice President, Land	2006	\$ 220,833	0	\$ 432,112	\$ 81,233	\$ 223,000	\$ 112,795	\$ 28,370	\$ 1,098,343
Jeffrey W. Hutton Vice President, Marketing	2006	\$ 214,167	0	\$ 349,686	\$ 61,293	\$ 194,400	\$ 78,505	\$ 25,705	\$ 923,756

- (1) Cash bonuses paid pursuant to the 2004 Incentive Plan for 2006 performance are listed under the column Non-Equity Incentive Plan Compensation.
- (2) The amounts in this column reflect the dollar amount recognized with respect to performance share awards and restricted stock awards for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 123(R), and therefore may include amounts from awards granted in and prior to 2006. The grant date fair value of these awards was computed by using the average of the Company's high and low stock trading price on the date of grant. The grant date fair values used to compute the amounts in this column are as follows:

Grant Date	Grant Date Fair Value per Share	Award Types Included
February 17, 2003	\$15.33	Restricted Stock
February 16, 2004	\$21.49	Performance Shares & Restricted Stock
May 24, 2005	\$30.43	Performance Shares & Restricted Stock
February 23, 2006	\$47.60	Restricted Stock

In addition to the amounts shown in the table, there were performance shares granted on February 23, 2006 after the implementation of SFAS No. 123(R). These awards were valued using a Monte Carlo model and the grant date fair value per share used for financial reporting purposes was \$32.86. Assumptions used in the Monte Carlo model for this grant, as well as additional information regarding accounting for restricted stock and performance share awards, are included in Note 10 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2007 (the Form 10-K ).



- (3) The amounts in this column reflect the dollar amount recognized with respect to Stock Appreciation Rights ( SARs ) for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with SFAS No. 123(R). Assumptions used in the calculation of these amounts are included in Note 10 of the Notes to the Consolidated Financial Statements included in the Form 10-K. SARs have not been repriced or otherwise materially modified.
- (4) The amounts in this column reflect cash incentive awards to the NEOs under the 2004 Incentive Plan, which is discussed in detail on page 13 under the heading Annual Incentive Bonus.
- (5) The amounts in this column reflect the actuarial increase in the present value of the NEOs benefits under the Company s Pension Plan and the Supplemental Employment Retirement Plan determined using interest rate and mortality rate assumptions consistent with those used in the Company s financial statements. There were no above-market or preferential earnings on deferred compensation.
- (6) The amounts in this column include the Company s \$15,000 contribution to the Savings Investment Plan (401(k) Plan), which is discussed on page 15, under Elements of Post-Termination Compensation. The amounts also include for each NEO some or all of the following:

Premiums paid on executive term life insurance

Club dues

A tax gross up on club dues

Executive physical examination for the NEOs and their spouses

A financial and tax planning stipend of up to \$3,000 per year

Personal use of an administrative assistant and/or sporting event tickets

Spouse travel to certain business meetings

*Grants of Plan-Based Awards*

The table below reports all grants of plan-based awards made during 2006. All grants of awards were made under the Company's 2004 Incentive Plan.

**2006 GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		Estimated Future Payouts Under Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares or Units (#) (3)	All Other Option Awards: Number of Securities Underlying Options (#) (4)	Exercise or Base Price of Option Awards (\$/Sh) (4)	Grant Date Fair Value of Stock and Option Awards (\$) (5)
		Threshold (\$)	Target (\$)	Threshold (\$)	Target (\$)				
Dan O. Dinges	2/23/06	\$ 0	\$ 450,000	\$ 900,000					
	2/23/06				0	18,200	36,400		\$ 598,052
	2/23/06						16,100		\$ 766,280
	2/23/06							45,650	\$ 47.595
Scott C. Schroeder	2/23/06	\$ 0	\$ 183,430	\$ 366,860					
	2/23/06				0	6,000	12,000		\$ 197,160
	2/23/06						5,250		\$ 249,874
	2/23/06							15,000	\$ 47.595
Michael B. Walen	2/23/06	\$ 0	\$ 252,560	\$ 505,120					
	2/23/06				0	7,350	14,700		\$ 241,521
	2/23/06						6,500		\$ 309,368
	2/23/06							18,500	\$ 47.595
J. Scott Arnold	2/23/06	\$ 0	\$ 111,500	\$ 223,000					
	2/23/06				0	4,300	8,600		\$ 141,298
	2/23/06						3,850		\$ 183,241
	2/23/06							11,000	\$ 47.595
Jeffrey W. Hutton	2/23/06	\$ 0	\$ 97,200	\$ 194,400					
	2/23/06				0	3,300	6,600		\$ 108,438
	2/23/06						2,950		\$ 140,405
	2/23/06							8,300	\$ 47.595

(1) Amounts in this column represent a bonus payout of 200% of target. However, the maximum payout per participant under the Annual Incentive Bonus is five million dollars. See discussion of the bonus factor applicable to the Annual Incentive Bonus on page 13, Annual Incentive Bonus.

- (2) Amounts in this column represent 200% of the targeted performance shares (maximum payout). Amounts earned in excess of 100% are paid in cash based on the average of the high and low trading prices of a share of Common Stock at the end of the performance period. See discussion of the additional terms of the performance shares below.
- (3) Amounts in this column represent a restricted stock award that vests one-third on each of the first, second and third anniversaries following the date of grant.
- (4) Amounts in this column represent SARs that vest one-third on each of the first, second and third anniversaries following the date of grant and have a seven year term. The exercise price of the SARs shown is the average of the high and low trading prices of the Common Stock on the award date, as required by the 2004 Incentive Plan.
- (5) The amounts in this column reflect the grant date fair value of the SARs, restricted stock awards and performance share awards granted in 2006, as computed in accordance with SFAS No. 123(R). The performance share awards were valued using a Monte Carlo model and the grant date fair value per share used for financial reporting purposes was \$32.86. Additional assumptions used in the Monte Carlo model for performance shares, as well as other assumptions used in the calculation of these amounts, are included in footnote 10 of the Notes to the Consolidated Financial Statements included in the Form 10-K.

Effective January 1, 2006, the Compensation Committee amended outstanding equity awards on a global basis to revise their treatment upon an employment termination caused by death, disability or retirement. The table below illustrates for stock options, restricted stock, performance shares and SARs, treatment of these awards upon a termination of employment caused by death, disability or retirement prior to January 1, 2006 and as amended January 1, 2006.

Type of Equity Award and Termination Type	Prior to January 1, 2006	As Amended January 1, 2006
Stock Options	Upon death, disability or retirement, vesting stops and all unvested shares are canceled.	Upon death, disability or retirement, all unvested shares are vested.
Restricted Stock Disability	Upon disability, all unvested shares vest according to the normal vesting schedule.	Upon disability, all unvested shares are vested.
Retirement	Upon retirement, (1) with respect to officers, the Compensation Committee decides whether to vest unvested shares and (2) with respect to non-officer employees, all unvested shares are vested.	Upon retirement, all unvested shares are vested.
Death	Upon death, (1) with respect to officers, the Compensation Committee decides whether to vest unvested shares and (2) with respect to non-officer employees, all unvested shares are vested.	Upon death, all unvested shares are vested.
Performance Shares	Upon death, disability or retirement, all unvested shares are canceled unless the Compensation Committee decides otherwise.	Upon death, disability or retirement, all unvested shares vest according to the original vesting schedule. Level of payout depends upon performance at the end of the original performance period.
Stock Appreciation Rights	Upon death, disability or retirement, vesting stops and all unvested shares are canceled.	Upon death, disability or retirement, all unvested shares are vested.

The performance shares awarded in 2006 have a three-year performance period, which commenced January 1, 2006 and ends December 31, 2008. Each performance share represents the right to receive, after the end of the performance period, from 0 to 200% of a share of Common Stock (with amounts over 100% paid in cash), based on the Company's performance. The performance criteria that determines the payout per performance share is the relative total shareholder return on the Company's Common Stock as compared to the total shareholder return on the common equity of each company in a comparator group. For this purpose, total shareholder return is expressed as a percentage equal to common stock price appreciation as averaged for the first and last month of the performance period, plus dividends (on a cumulative reinvested basis). The comparator group consists of the companies listed on page 11, Industry Peer Group. If any member of the comparator group ceases to have publicly traded common stock or if as a result of other business transactions becomes incomparable, it will be removed from the comparator group and a replacement company will be added by the Compensation Committee of the Board of Directors.

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After the end of the performance period, the Company will issue shares of Common Stock and pay cash in respect of each performance share based on the relative ranking of the Company versus the comparator group for total shareholder return during the performance period using the following scale:

<b>Company Relative Placement</b>	<b>Percent Performance</b>
	<b>Shares</b>
1-2 (highest)	200%
3-4	167%
5-6	133%
7-8	100%
9-10	75%
11-12	50%
13-14	25%
15-17 (lowest)	0%

As noted above, in the event of a relative ranking of 1 through 6, corresponding to a percentage payout above 100%, a share of performance stock will entitle the participant to receive one full share of Common Stock with respect to the first 100% of the payout and the balance of the payout in cash, in an amount based on the fair market value of a share of Common Stock at the end of the performance period.

If a participant is not an employee on the last day of the performance period due to death, disability or retirement, Common Stock will be issued on the original performance period schedule and the level of payout will be determined as with all other participants. If a participant is not an employee on the last day of the performance period due to any other voluntary or involuntary termination, no shares of Common Stock will be issued in respect of the participant's performance stock award unless otherwise determined by the Compensation Committee. Prior to the issuance of shares of Common Stock in respect of a performance stock award, the participant will have no right to vote or receive dividends on the shares. The performance share award may not be assigned or transferred except by will or the laws of descent and distribution. In the event of a Change-in-Control (as defined) all unvested performance shares shall vest and the shares will be valued at a price based on the change-in-control transaction. In the event the Company ceases to have publicly traded Common Stock as a result of a business combination or other extraordinary transaction, the performance period will be terminated effective upon the date of such cessation. The Committee certifies the results of the performance share awards prior to the issuance of Common Stock.

The restricted stock awarded in 2006 consists of grants of Common Stock, the restrictions on which lapse one-third on each of the first, second and third anniversaries of the date of grant. Unvested restricted stock will be forfeited if, during the three-year restrictive period, the executive voluntarily leaves the Company. In the event of an involuntary termination by the Company, the Compensation Committee will determine whether the unvested restricted stock will be forfeited. In the event of an employment termination due to death, disability or retirement, all restrictions will lapse. Prior to the lapse of such restrictions, the participant has no right to vote or receive dividends on such shares. The restricted stock award may not be assigned or transferred except by will or the laws of descent and distribution. In the event of a Change-in-Control (as defined), the restrictive period shall lapse and a stock certificate representing the shares of restricted stock shall be issued to the executive.

The SARs awarded in 2006 vest one-third on each of the first, second and third anniversaries of the date of grant and have a seven year term. Unvested SARs will be forfeited and vested SARs must be exercised within ninety days if the executive voluntarily leaves the Company. In the event of an involuntary termination by the Company, the Compensation Committee may extend the exercise period for vested SARs from ninety days to thirty-six months. In the event of an employment termination due to death, disability or retirement, all SARs will vest. The SAR award may not be assigned or transferred except by will or the laws of descent and distribution. In the event of a Change-in-Control (as defined) all unvested SARs shall vest and remain exercisable throughout the term of the SAR.

In the event of any merger, reorganization, recapitalization, separation, liquidation, stock dividend, share combination or other change in the corporate structure of the Company affecting the performance shares, the restricted stock or the SARs, the number of performance shares, restricted stock, and SARs shall be equitably adjusted by the Compensation Committee to prevent dilution or enlargement of rights.

For additional information about the treatment of certain of Mr. Dinges' awards in the event of an employment termination, see Potential Payments Upon Termination or Change-in-Control following on page 25.

**Outstanding Equity Awards at Fiscal Year-End**

The table below reports for each NEO outstanding equity awards at December 31, 2006.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2006**

Name	Option Awards Equity					Stock Awards				
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Incentive Plan Awards:	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards:	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(4)
Dan O. Dinges	135,000				\$ 15.32	2/17/2008				
		45,650			\$ 47.595	2/23/2013	52,034	\$ 3,155,862	98,900	\$ 5,998,285
Scott C. Schroeder	45,000				\$ 15.32	2/17/2008				
		15,000			\$ 47.595	2/23/2013	17,383	\$ 1,054,279	34,100	\$ 2,068,165
Michael B. Walen	52,500				\$ 15.32	2/17/2008				
		18,500			\$ 47.595	2/23/2013	23,367	\$ 1,417,209	47,250	\$ 2,865,713
J. Scott Arnold	0									
		11,000			\$ 47.595	2/23/2013	12,117	\$ 734,896	23,400	\$ 1,419,210
Jeffrey W. Hutton	7,000				\$ 15.32	2/17/2008				
		8,300			\$ 47.595	2/23/2013	9,950	\$ 603,468	20,300	\$ 1,231,195

- (1) All amounts in this column are options granted on February 17, 2003 that vested ratably on the first, second and third year anniversary of the date of grant and have a five year term.
- (2) All amounts in this column are SARs granted on February 23, 2006 that vest ratably on the first, second and third year anniversaries of the date of grant and have a seven year term.
- (3) All Shares reported in this column are time-vested restricted stock. The vesting schedule for each executive is as follows:

Date	Dan O. Dinges	Scott C. Schroeder	Michael B. Walen	J. Scott Arnold	Jeffrey W. Hutton
2/16/2007	14,000	5,000	8,000	3,000	3,000
2/23/2007	5,366	1,750	2,166	1,283	983
5/24/2007	10,967	3,567	4,433	2,633	2,000
2/23/2008	5,367	1,750	2,167	1,283	983
5/24/2008	10,967	3,566	4,434	2,634	2,000

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2/23/2009                      5,367                      1,750                      2,167                      1,284                      984

- (4) Market value is based on \$60.65 per share closing price on December 29, 2006.  
 (5) All shares reported in this column are performance share awards. The terms and conditions of the performance share awards are described above. The performance shares vest, if at all, for each executive as follows:

<b>Date</b>	<b>Dan O. Dinges</b>	<b>Scott C. Schroeder</b>	<b>Michael B. Walen</b>	<b>J. Scott Arnold</b>	<b>Jeffrey W. Hutton</b>
12/31/2006	45,000	16,500	25,500	10,500	10,500
4/30/2008	35,700	11,600	14,400	8,600	6,500
12/31/2008	18,200	6,000	7,350	4,300	3,300

**Option Exercises and Stock Vested**

The table below reports exercised stock options and vested restricted stock during 2006.

**2006 OPTION EXERCISES AND STOCK VESTED**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Dan O. Dinges	135,000	\$ 5,664,976	63,366	\$ 2,931,999
Scott C. Schroeder	37,500	\$ 1,747,128	24,017	\$ 1,114,582
Michael B. Walen	68,500	\$ 2,882,194	31,633	\$ 1,467,475
J. Scott Arnold	14,000	\$ 489,821	12,083	\$ 555,997
Jeffrey W. Hutton			11,450	\$ 529,095

**Pension Benefits Table**

The table below reports the present values of accumulated benefits payable to each NEO, including the number of years of service credited to each NEO, under the Company's qualified Pension Plan and the non-qualified Supplemental Executive Retirement Plan. Additional information regarding the Pension Plan and the Supplemental Executive Retirement Plan can be found on page 15, Elements of Post-Termination Compensation.

**PENSION TABLE**

Name	Plan Name	Number of Years Credited Service (#)	Present	Payments
			Value of Accumulated Benefit (\$) (1)	During Last Fiscal Year (\$)
Dan O. Dinges	Cabot Oil & Gas Corporation Pension Plan	5.25	74,316	
	Cabot Oil & Gas Corporation Non-Qualified Plan (SERP)	5.25	295,878	
Scott C. Schroeder	Cabot Oil & Gas Corporation Pension Plan	11.17	90,568	
	Cabot Oil & Gas Corporation Non-Qualified Plan (SERP)	11.17	128,165	
Michael B. Walen (2)	Cabot Oil & Gas Corporation Pension Plan	19.67	388,604	
	Cabot Oil & Gas Corporation Non-Qualified Plan (SERP)	19.67	808,259	
J. Scott Arnold	Cabot Oil & Gas Corporation Pension Plan	23.58	341,163	
	Cabot Oil & Gas Corporation Non-Qualified Plan (SERP)	23.58	227,086	
Jeffrey W. Hutton	Cabot Oil & Gas Corporation Pension Plan	21.75	270,143	
		21.75	171,742	

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### Cabot Oil & Gas Corporation Non-Qualified Plan (SERP)

- 
- (1) The amounts in this column reflect the same assumptions used for financial statement reporting purposes under generally accepted accounting principles. The assumptions used in the calculation of these amounts are included in footnote 5 to the Notes to the Consolidated Financial Statements and in Management's Discussion and Analysis of Financial Conditions and Results of Operations, under Long-Term Employee Benefit Costs, included in the Company's Form 10-K.
  - (2) Mr. Walen is currently eligible for early retirement under the Pension Plan. Early retirement is defined as reaching age 55, with 10 years of credited service. Pension Plan and Supplemental Executive Retirement Plan benefits for early retirement are reduced by approximately 3% per year from full benefits payable at age 62 or greater. Mr. Walen was 58 at December 31, 2006.

**Non-Qualified Deferred Compensation**

The table below reports NEO contributions, earnings, and aggregate balances in the Company's Deferred Compensation Plan for 2006.

**2006 NONQUALIFIED DEFERRED COMPENSATION**

Name	Executive Contributions	Registrant Contributions in Last FY	Aggregate Earnings in Last FY	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE
	in Last FY	Contributions in Last FY	Last FY		
	(\$)	(\$)	(\$)	(\$)	(\$)
Dan O. Dinges	\$ 259,000		\$ 208,662		\$ 1,603,650
Scott C. Schroeder	\$ 66,803		\$ 22,275		\$ 194,457
Michael B. Walen	\$ 114,800		\$ 52,974		\$ 484,399
J. Scott Arnold			\$ 795		\$ 6,412
Jeffrey W. Hutton	\$ 55,708		\$ 30,002		\$ 451,090

(1) Amounts reported in this column are included in the Summary Compensation Table as salary and non-equity incentive plan compensation, as applicable.

(2) Amounts reported in this column are not included in the Summary Compensation Table.

Up to 100% of salary, annual incentive bonus and vested performance shares are permitted to be deferred into the Deferred Compensation Plan, subject to payment of Social Security, Medicare, incomes taxes (on compensation not deferred) and employee benefit plan withholding requirements. Earnings on the deferred balances are determined by the executive's investment selections at the time of deferral. The Company holds deferred amounts and earnings thereon as corporate assets, which are invested as elected by the executive. For 2006, the investment options and their respective rates of return follow:

Fund Name	Rate of Return
Fidelity Retirement Money Market	4.82%
Fidelity U. S. Bond Index	4.33%
Oakmark Equity & Income	10.80%
Oakmark Fund I	18.30%
Davis NY Venture	15.10%
Spartan U. S. Equity Index	15.75%
Fidelity Capital Appreciation	13.80%
Lord Abbett Mid Cap Value	12.40%
Calamos Growth A	1.50%
Royce Opportunity	18.80%
Fidelity Small Cap Stock	12.37%
Fidelity Int'l Discovery	24.22%

Distributions from the Deferred Compensation Plan are made no earlier than six months following retirement and are based on the executive's election at the time of deferral. Event-based distribution elections may be modified provided that the modification is made at least one year prior to termination of employment. Time-based distribution elections may be modified provided that the modification is made at least one year prior to the original time elected and the new election is moved out at least two years past the original time-based distribution election. Distribution elections can only be delayed not accelerated.

**Potential Payments Upon Termination or Change-in-Control**

The tables below reflect the compensation payable to each NEO upon voluntary termination, retirement, involuntary not-for-cause termination, for cause termination, termination following a change-in-control and in the event of disability or death of the executive. The amounts shown assume that such termination was effective as of December 31, 2006, and thus includes amounts earned through such time and are estimates of

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the amounts which would be paid out to the executives upon their termination. The actual amounts to be paid out can only be determined at the time of such executive's separation from the Company.

**Change-in-Control Benefits**

The Company has entered into change-in-control agreements with each NEO and certain other senior officers of the Company. The Committee believes that these agreements encourage these executives to remain in the employ of the Company and carry out their duties in the event of a change-in-control of the Company or in circumstances suggesting that a change-in-control might occur. The Committee believes this program is important to maintaining strong leadership in those situations.

The agreements provide that, in the event of a change-in-control or in the event deemed to be in anticipation of a change-in-control, the executives will receive certain benefits in the event that their employment is terminated within two years of such event. The executive will receive these benefits unless termination is:

for cause,

voluntary on the part of the executive, but not a constructive termination, or

because of death or disability.

Benefits under the change-in-control agreements generally include:

a lump-sum cash payment equal to three times the sum of

- i the executive's base salary in effect immediately prior to the change-in-control or the executive's termination, whichever is greater, and
- i the greater of (1) the executive's target bonus for the year during which the change-in-control occurred or, if greater, the year during which the executive's termination occurred or (2) the executive's actual bonus paid in the year immediately preceding the change-in-control or, if termination of employment occurs prior to a change-in-control, termination of employment,

payment with respect to any performance shares granted to the executive as follows:

- i payment for performance shares granted in 2005 and 2006 will be paid out at price based on the change-in-control transaction
- i payment for performance shares granted in other years will be valued according to the percentage of goal attainment on the date of termination, prorated based on actual service completed at the time of the executive's termination

immediate vesting and exercisability of all of the executive's stock options,

immediate vesting and lapse of restrictions on any outstanding restricted stock grants,

three years of continued medical, dental and life insurance coverage at the premium rate applicable to active executives,

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crediting of three additional years of service in the Company's retirement plans, and

outplacement assistance in an amount up to 15% of the executive's base salary.

In the event that excise taxes apply to payments by the Company, the Company will make an additional tax gross up payment to the executive in an amount to leave the executive whole, as if no excise tax had applied. No payments have been made under these agreements.

In the agreements, a change-in-control is generally defined to include:

any person or group becoming the beneficial owner of 35% or more of either the Company's common stock or the combined voting power of the Company's outstanding voting securities, with certain exceptions,

specified changes in a majority of the members of the Board of Directors,

a reorganization, merger or consolidation or sale or other disposition of substantially all of the Company's assets is consummated, unless, following the transaction:

- i the persons who were the beneficial owners of the Company prior to the transaction continue to own at least 50% of the common stock or other securities entitled to vote in the election of directors of the resulting entity in substantially the same proportions as prior to the transaction,
- i no individual or entity (other than an entity resulting from the transaction) beneficially owns 35% or more of the common equity or voting power of the entity resulting from the transaction, except to the extent that such ownership existed prior to the transaction, and
- i at least a majority of the members of the Board of Directors of the entity resulting from the transaction were members of the Company's Board at the time the transaction was approved or entered into, and

a liquidation or dissolution of the Company.

**CEO Employment Agreement**

In addition to a change-in-control agreement, the Company has entered into an employment agreement with Mr. Dinges. The employment agreement provides that if Mr. Dinges terminates his employment for good reason (as defined) or if the Company terminates his employment other than for cause (as defined), Mr. Dinges will receive:

a lump sum cash payment equal to two times his annual base salary plus two times his annual target bonus,

a 24-month continuation of medical and life insurance programs at the premium rate applicable to active executives,

full vesting of all of his restricted stock awards, and

full vesting of all of his stock option awards.

Under the terms of Mr. Dinges' change-in-control agreement, in the event of a termination, Mr. Dinges will be required to elect between receiving the benefits and payments under either his change-in-control agreement or his employment agreement, but not both.

The following table shows the potential payments upon termination or a change-in-control of the Company for Dan O. Dinges, Chairman, President and Chief Executive Officer.

**Dan O. Dinges**

<b>Executive Benefit and Payments Upon Separation</b>	<b>Voluntary Termination for Good Reason</b>	<b>Voluntary Termination</b>	<b>Retirement (2)</b>	<b>Involuntary Not For Cause Termination</b>	<b>For Cause Termination</b>	<b>Change-in-Control</b>	<b>Disability</b>	<b>Death</b>
<b>Compensation</b>								
Multiple of Salary (0x, 2x or 3x)	1,000,000	0	0	1,000,000	0	1,500,000	0	1,000,000
Multiple of Bonus (0x, 2x or 3x)	1,600,000	0	0	1,600,000	0	2,400,000	0	1,600,000
<b>Long-Term Incentive Compensation</b>								
Stock Option Vesting	0	0	0	0	0	0	0	0
Performance Share Vesting	0(1)	0	0	0(1)	0	3,269,035	3,269,035	3,269,035
Stock Appreciation Rights Vesting	0(1)	0	0	0(1)	0	595,961	595,961	595,961
Restricted Stock Vesting	3,155,862	0	0	3,155,862	0	3,155,862	3,155,862	3,155,862
<b>Benefits &amp; Perquisites</b>								
Additional Years of Service Benefit (Qualified)	0	0	0	0	0	42,472	0	0
Additional Years of Service Benefit (Non-Qualified)	0	0	0	0	0	169,097	0	0
Early Payout of Deferred Compensation	0	0	0	0	0	1,603,650	0	1,603,650
Health, Life, and Welfare Benefits Continuation	24,877	0	0	24,877	0	37,315	0	0
Excise Tax & Gross-Up	0	0	0	0	0	3,137,187	0	0
Outplacement Services								