

CABOT OIL & GAS CORP
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALEN MICHAEL B

(Last) (First) (Middle)

1200 ENCLAVE PARKWAY

(Street)

HOUSTON, TX 77077-1607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CABOT OIL & GAS CORP [COG]

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

10/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SVP, Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/30/2007		M		40,000 A \$ 7.66	264,856	D
Common Stock	10/30/2007		S		24,000 D \$ 38	240,856	D
Common Stock	10/30/2007		S		900 D \$ 38.005	239,956	D
Common Stock	10/30/2007		S		500 D \$ 38.01	239,456	D
Common Stock	10/30/2007		S		300 D \$ 38.015	239,156	D

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Common Stock	10/30/2007	S	7,500	D	\$ 38.02	231,656	D
Common Stock	10/30/2007	S	200	D	\$ 38.025	231,456	D
Common Stock	10/30/2007	S	700	D	\$ 38.04	230,756	D
Common Stock	10/30/2007	S	900	D	\$ 38.045	229,856	D
Common Stock	10/30/2007	S	800	D	\$ 38.05	229,056	D
Common Stock	10/30/2007	S	300	D	\$ 38.055	228,756	D
Common Stock	10/30/2007	S	1,400	D	\$ 38.06	227,356	D
Common Stock	10/30/2007	S	300	D	\$ 38.065	227,056	D
Common Stock	10/30/2007	S	400	D	\$ 38.07	226,656	D
Common Stock	10/30/2007	S	100	D	\$ 38.075	226,556	D
Common Stock	10/30/2007	S	400	D	\$ 38.08	226,156	D
Common Stock	10/30/2007	S	700	D	\$ 38.09	225,456	D
Common Stock	10/30/2007	S	100	D	\$ 38.095	225,356	D
Common Stock	10/30/2007	S	300	D	\$ 38.1	225,056	D
Common Stock	10/30/2007	S	200	D	\$ 38.105	224,856	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Stock Option (right to buy)	\$ 7.66	10/30/2007	M	40,000	02/17/2004 ⁽¹⁾	02/17/2008	Common	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALEN MICHAEL B 1200 ENCLAVE PARKWAY HOUSTON, TX 77077-1607			SVP, Chief Operating Officer	

Signatures

Lisa A. Machesney, Attorney-in-Fact for Michael B. Walen	10/31/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 33 1/3% of option became exercisable on February 17, 2004 and an additional 33 1/3% becomes exercisable on each of the next two one-year anniversaries of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.