CABOT OIL & GAS CORP

Form 4

February 25, 2011

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

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3235-0287 January 31,

2005

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: Sanda Expires:

OMB APPROVAL

Estimated average burden hours per response...

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

MACHESNEY LISA A

1. Name and Address of Reporting Person *

MACHESNEY LISA A			Symbol					(Check all applicable)			
			CABOT	CABOT OIL & GAS CORP [COG]							
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					,			
840 GESSNER ROAD, SUITE 1400		(Month/Day/Year) 02/24/2011					Director 10% Owner X Officer (give title Other (specify below) VP, Mang. Counsel & Corp. Sec.				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOUSTON, TX 77024			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/24/2011			S	6,000	D	\$ 46.57	93,020	D		
Common Stock								1,951	I	Held in 401(k) Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amour Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address			_	
	Director	10% Owner	Officer	Other

MACHESNEY LISA A

840 GESSNER ROAD, SUITE 1400

HOUSTON, TX 77024

VP, Mang.

Counsel &

Corp. Sec.

Signatures

Lisa A.

Machesney 02/25/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

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