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CABOT OIL & GAS CORP

Form SC 13G/A

February 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Cabot Oil & Gas Corp.  
(Name of Issuer)

Cl. A  
(Title of Class of Securities)

127097103  
(CUSIP Number)

December 31, 2001  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1 (b)  
 Rule 13d-1 (c)  
 Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934("Act") or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of  
the Act (however, see the Notes).

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- 1) NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Neuberger Berman, Inc.  
061523639  
Neuberger Berman, LLC.  
13-5521910

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /\_\_\_/

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) SOLE VOTING POWER  
1,190,831

6) SHARED VOTING POWER  
749,800

7) SOLE DISPOSITIVE POWER  
0

8) SHARED DISPOSITIVE POWER  
2,290,731

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,290,731

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
194,500

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.25

12) TYPE OF REPORTING PERSON\*

BD/IA

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Item 1. (a) Name of Issuer:

Cabot Oil & Gas Corp.

Item 1 (b) Address of Issuer's Principal Executive Offices:

15375 Memorial Drive, Houston, TX 77079

Item 2. (a) Name of Person Filing:  
Neuberger Berman Inc.

Neuberger Berman, LLC.

Item 2 (b) Address of Principal Business Office:

605 Third Ave., New York, NY, 10158-3698

Item 2 (c) Citizenship:

USA

Item 2 (d) Title of Class of Securities:

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Cl. A

Item 2 (e) CUSIP Number:

127097103

Item 3. (g) /X/ Parent holding company, in accordance with  
240.13d-1 (b) (ii) (G)

Item 4. Ownership:

(a) Amount Beneficially Owned:

2,290,731

(b) Percent of Class:

7.25

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(c) Number of Shares as to which such person has:

(I) Sole Power to vote or to direct the  
vote: 1,190,831

(II) Shared Power to vote or to direct the  
vote: 749,800

(III) Sole Power to dispose or to direct the disposition  
of: 0

(IV) Shared Power to dispose or to direct the disposition  
of: 2,290,731

Item 5. Ownership of Five Percent or Less of a Class:  
N/A

Item 6. Ownership of More than Five Percent on Behalf of Another:

Neuberger Berman, LLC is deemed to be a beneficial owner for purpose of Rule 13(d) since it has shared power to make decisions whether to retain or dispose of, and in some cases the sole power to vote, the securities of many unrelated clients. Neuberger Berman, LLC does not, however, have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities.

Employee(s) of Neuberger Berman, LLC and Neuberger Berman Management, Inc. ("Employees") own 194,500 shares. Employee(s) own these shares in their own personal securities accounts. Neuberger Berman LLC disclaims beneficial ownership of these shares since; these shares were purchased with each employee(s) personal funds and each employee has exclusive dispositive and voting power over the shares held in their respective accounts.

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With regard to the shares set forth under Item 4.(c)(II), Neuberger Berman, LLC and Neuberger Berman Management Inc. are deemed to be beneficial owners for purposes of Rule 13(d) since they both have shared power to make decisions whether to retain or dispose and vote the securities. Neuberger Berman, LLC and Neuberger Berman Management Inc. serve as sub-adviser and investment manager, respectively, of Neuberger Berman's various Mutual Funds which hold such shares in the ordinary course of their business and not with the purpose nor with the effect of changing or influencing the control of the issuer.

No other Neuberger Berman, LLC advisory client has an interest of more than 5% of the issuer.

It should be further noted that the share calculation under item 4.(c)(IV) is derived from a total combination of the shares set forth under Item 4.(c)(I and II). The remaining balance of shares, if any, are for individual client accounts over which Neuberger Berman, LLC has shared power to dispose but not vote shares.

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Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on by the Parent  
Holding Company:

Neuberger Berman, Inc. makes this filing pursuant to Rule 13d-1(b)(ii)(G) since it owns 100% of both Neuberger Berman, LLC and Neuberger Berman Management, Inc. and does not own over 1% of the issuer.

Neuberger Berman, LLC, as investment advisor and broker/dealer with discretion.

Neuberger Berman Management, Inc. as investment advisor to a Series of Public Mutual Funds.

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2002

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By:

Kevin Handwerker  
 General Counsel  
 Neuberger Berman, Inc.  
 Neuberger Berman, LLC.

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 Indirect Beneficial Ownership  
 (Instr. 4) Code V Amount (A) or (D) Price COMMON STOCK 02/28/2014 M<sup>(1)</sup> 1,848 A \$ 0 51,020 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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
RESTRICTED STOCK UNITS	<u>(1)</u>	02/28/2014		M <sup>(1)</sup>	1,848	<u>(1)</u> <u>(1)</u>	COMMON STOCK 1,848

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE PATRICK W 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203	X			

## Signatures

/s/ James R. Oehler, as attorney-in-fact for Patrick W.  
Rose

03/03/2014

\_\_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).

On March 1, 2011, the reporting person received 1,773 restricted stock units that were to be settled on vesting in cash. On February 26, 2013, the Board of Directors of the Issuer determined these restricted stock units should be settled on vesting in shares of common stock.

- (1) As previously reported, the reporting person has received dividend equivalent rights in connection with these restricted stock units. This transaction represents the vesting and settlement of the restricted stock units and the dividend equivalent rights in shares of common stock of the Issuer.

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.