

Verisk Analytics, Inc.
Form 4
July 06, 2010

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOTAMED THOMAS F

(Last) (First) (Middle)

**C/O VERISK ANALYTICS,
INC., 545 WASHINGTON
BOULEVARD**

(Street)

JERSEY CITY, NJ 07310

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Verisk Analytics, Inc. [VRSK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2010

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)

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. 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
Class A Common Stock ⁽¹⁾	07/01/2010		A		828	A	\$ 0 2,228
						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)**

Edgar Filing: Verisk Analytics, Inc. - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (2)	\$ 30.2	07/01/2010		A		13,812		07/01/2011	07/01/2020	Class A Common Stock	13,812
Stock Option (3)	\$ 30.2	07/01/2010		A		2,762		07/01/2010	07/01/2020	Class A Common Stock	2,762

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOTAMED THOMAS F C/O VERISK ANALYTICS, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310	X

Signatures

/s/ Kenneth E. Thompson,
Attorney-in-Fact

07/06/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person elected to receive the reported shares under the Issuer's 2009 Equity Incentive Plan as part of his annual retainer.
- (2) The reporting person was awarded the reported stock options under the Issuer's 2009 Equity Incentive Plan.
- (3) The reporting person elected to receive the reported stock options under the Issuer's 2009 Equity Incentive Plan as part of his annual retainer.

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. \$730,630 \$7,430,227 \$4,074,518 \$4,074,518

- (1) Mr. Hutton was retirement eligible on December 31, 2011.
- (2) The amounts set forth in this row represent a payout at achievement of 100% of pre-established performance objectives. For performance shares, the actual payout will generally occur at the end of the relevant performance period, and may be higher or lower than 100% (up to a

Edgar Filing: Verisk Analytics, Inc. - Form 4

maximum of 200%) depending on the Company's actual Total Shareholder Return ranking for the performance period. However, in the event of a change in control, the performance period will be shortened and payout will occur immediately following the change in control based on the greater of (i) Total Shareholder Return through the end of the month prior to the change in control or (ii) Total Shareholder Return through the end of the month prior to the change in control using the value realized by shareholders in the change in control event. For hybrid performance shares, receipt of the full payout will occur at the original vesting dates set forth in the award agreements only if the relevant operating income targets are achieved, except in the case of a change in control, in which case full payout will be made immediately upon the change in control.

- (3) Amounts in this row represent earned compensation voluntarily deferred by the NEO under the terms of the Deferred Compensation Plan. For more information, see 2011 Nonqualified Deferred Compensation above. For termination of employment due to retirement, payment of the deferred compensation is based upon the NEO's election at the time of deferral. For all other terminations of employment, payment of the deferred compensation is in a lump sum six months from the date of termination.

Edgar Filing: Verisk Analytics, Inc. - Form 4

The following table shows the potential payments upon termination for G. Kevin Cunningham, Vice President and General Counsel.

G. Kevin Cunningham

Executive Benefit and Payments Upon Separation	Voluntary Termination	Retirement (1)	Involuntary Not For Cause Termination	For Cause Termination	Change In Control	Disability	Death
Compensation							
Multiple of Salary (0x, 2x or 3x)	\$ 0	\$ 0	\$ 0	\$ 0	\$ 870,000	\$ 0	\$ 0
Multiple of Bonus (0x, 2x or 3x)	0	0	0	0	812,000	0	0
Long-Term Incentive Compensation							
Performance Share Vesting (2)	0	0	0	0	973,038	973,038	973,038
Stock Appreciation Rights Vesting	0	0	0	0	178,332	178,332	178,332
Restricted Stock Vesting					379,500	379,500	379,500
Benefits & Perquisites							
Payout of Deferred Compensation (3)	37,162	37,162	37,162	37,162	37,162	37,162	37,162
Health, Life, and Welfare Benefits Continuation	0	0	0	0	38,315	0	0
Excise Tax & Gross-Up	0	0	0	0	0	0	0
Outplacement Services	0	0	0	0	43,500	0	0
Earned Vacation	2,370	2,370	2,370	2,370	2,370	2,370	2,370
Total	\$ 39,532	\$ 39,532	\$ 39,532	\$ 39,532	\$ 3,334,217	\$ 1,570,402	\$ 1,570,402

(1) Mr. Cunningham was not retirement eligible on December 31, 2011.

(2) The amounts set forth in this row represent a payout at achievement of 100% of pre-established performance objectives. For performance shares, the actual payout will generally occur at the end of the relevant performance period, and may be higher or lower than 100% (up to a maximum of 200%) depending on the Company's actual Total Shareholder Return ranking for the performance period. However, in the event of a change in control, the performance period will be shortened and payout will occur immediately following the change in control based on the greater of (i) Total Shareholder Return through the end of the month prior to the change in control or (ii) Total Shareholder Return through the end of the month prior to the change in control using the value realized by shareholders in the change in control event. For hybrid performance shares, receipt of the full payout will occur at the original vesting dates set forth in the award agreements only if the relevant operating income targets are achieved, except in the case of a change in control, in which case full payout will be made immediately upon the change in control.

(3) Amounts in this row represent earned compensation voluntarily deferred by the NEO under the terms of the Deferred Compensation Plan. For more information, see 2011 Nonqualified Deferred Compensation above. For termination of employment due to retirement, payment of the deferred compensation is based upon the NEO's election at the time of deferral. For all other terminations of employment, payment of the deferred compensation is in a lump sum six months from the date of termination.

Edgar Filing: Verisk Analytics, Inc. - Form 4

The following table shows the potential payments upon termination for Lisa A. Machesney, Vice President, Managing Counsel and Corporate Secretary.

Lisa A. Machesney

Executive Benefit and Payments Upon Separation	Voluntary Termination	Retirement (1)	Involuntary Not For Cause Termination	For Cause Termination	Change In Control	Disability	Death
Compensation							
Multiple of Salary (0x, 2x or 3x)	\$ 0	\$ 0	\$ 0	\$ 0	\$ 813,000	\$ 0	\$ 0
Multiple of Bonus (0x, 2x or 3x)	0	0	0	0	918,500	0	0
Long-Term Incentive Compensation							
Performance Share Vesting (2)	0	2,541,739	0	0	2,541,739	2,541,739	2,541,739
Stock Appreciation Rights Vesting	0	511,721	0	0	511,721	511,721	511,721
Benefits & Perquisites							
Payout of Deferred Compensation (3)	394,971	394,971	394,971	394,971	394,971	394,971	394,971
Health, Life, and Welfare Benefits							
Continuation	0	0	0	0	80,947	0	0
Excise Tax & Gross-Up	0	0	0	0	0	0	0
Outplacement Services	0	0	0	0	40,650	0	0
Earned Vacation	3,518	3,518	3,518	3,518	3,518	3,518	3,518
Total	\$ 398,489	\$ 3,451,949	\$ 398,489	\$ 398,489	\$ 5,305,049	\$ 3,451,949	\$ 3,451,949

(1) Ms. Machesney was retirement eligible on December 31, 2011.

(2) The amounts set forth in this row represent a payout at achievement of 100% of pre-established performance objectives. For performance shares, the actual payout will generally occur at the end of the relevant performance period, and may be higher or lower than 100% (up to a maximum of 200%) depending on the Company's actual Total Shareholder Return ranking for the performance period. However, in the event of a change in control, the performance period will be shortened and payout will occur immediately following the change in control based on the greater of (i) Total Shareholder Return through the end of the month prior to the change in control or (ii) Total Shareholder Return through the end of the month prior to the change in control using the value realized by shareholders in the change in control event. For hybrid performance shares, receipt of the full payout will occur at the original vesting dates set forth in the award agreements only if the relevant operating income targets are achieved, except in the case of a change in control, in which case full payout will be made immediately upon the change in control.

(3) Amounts in this row represent earned compensation voluntarily deferred by the NEO under the terms of the Deferred Compensation Plan. For more information, see 2011 Nonqualified Deferred Compensation above. For termination of employment due to retirement, payment of the deferred compensation is based upon the NEO's election at the time of deferral. For all other terminations of employment, payment of the deferred compensation is in a lump sum six months from the date of termination.

Equity Compensation Plan Information

The following table provides information as of December 31, 2011 regarding the number of shares of Common Stock that may be issued under the Company's equity compensation plans. All of the Company's equity compensation plans have been approved by the Company's stockholders. Shares and share prices discussed in this proxy statement have been adjusted to reflect our two-for-one stock split, in the form of a stock dividend, effective as of January 26, 2012.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans			
approved by security holders	1,288,130	\$16.04	3,560,650 ⁽¹⁾
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	1,288,130	\$16.04	3,560,650⁽¹⁾

- (1) Includes 238,194 shares of restricted stock awarded under the 2004 Incentive Plan, the restrictions on which lapse on various dates in 2012, 2013 and 2014; 1,310,330 employee performance shares awarded under the 2004 Incentive Plan, the performance periods which end on December 31 in 2011, 2012 and 2013; 747,952 traditional performance shares awarded under the 2004 Incentive Plan, the performance periods which end on December 31 in 2011, 2012 and 2013; 379,664 hybrid performance shares, which vest, if at all, in 2012, 2013, and 2014; 353,654 restricted stock units awarded to the non-employee directors under the 2004 Incentive Plan, the restrictions on which lapse upon a non-employee director's departure from the Board of Directors.

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 one of the members of the Audit Committee, Mr. Kelley, is an audit committee financial expert as defined by rules of the SEC. The responsibilities of the Audit Committee are set forth in the Audit Committee Charter, which was adopted in December 2003 and amended from time to time by the Board of Directors and is included on the Company's website at www.cabotog.com. 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 2011.

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 applicable Public Company Accounting Oversight Board

requirements regarding the firm's communications with the Audit Committee concerning independence 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 the 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 2011 for filing with the SEC.

Audit Committee

Robert Kelley (Chairman)

Rhys J. Best

James R. Gibbs

Robert L. Keiser

**FEES BILLED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
FOR SERVICES IN 2011 AND 2010**

Fee Type*	2011	2010
Audit Fees	\$1,350,000	\$1,361,500
Audit Related Fees	-	-
Tax Fees (1)	\$322,729	\$620,695
All Other Fees (2)	\$1,500	\$1,500

* No pre-approved requirements were waived under the *de minimis* exception.

- (1) Consists of federal, provincial, state and sales tax planning, audit support, compliance, advice, and return preparation for United States and Canadian operations.
- (2) Consists of an accounting research software license.

PROPOSAL II

APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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 2012. 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 not expected to be in attendance at the Annual Meeting.

See Audit Committee Report above 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 2012 FISCAL YEAR.

PROPOSAL III

TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Explanation of Responses:

Edgar Filing: Verisk Analytics, Inc. - Form 4

The stockholders of the Company are entitled to vote at the Annual Meeting to approve the compensation of the Company's NEOs, as disclosed in this Proxy Statement. The stockholder vote on executive compensation is an advisory vote only, and it is not binding on the Company or the Board of Directors. Although the vote is non-binding, the Compensation Committee and the Board value the opinions of the stockholders and will consider the outcome of the vote when making future compensation decisions.

As described more fully in the Compensation Discussion and Analysis section of this Proxy Statement, the Company's executive compensation program is designed to:

Align executive compensation design and outcomes with business strategy;

Encourage management to create sustained value for the stockholders while managing inherent business risks;

Attract, retain, and engage talented executives; and

Support a performance-based culture throughout the Company.

The executive compensation program seeks to align executive compensation with stockholder value on an annual and long-term basis through a combination of base pay, annual incentive bonus and long-term equity award incentives. The annual incentive bonus is based on Company-wide performance for year-over-year oil and natural gas reserve and production growth, along with absolute levels for finding costs and unit production costs. For 2011, the annual incentive bonus was limited to 250% of the target percentage opportunity.

In addition, long-term incentive awards are comprised of (i) SARs, which are designed to link executive compensation with increased stockholder value over a seven year term and (ii) performance shares, one type which is based on operating cash flow and the other type which is based on total stockholder return relative to an industry peer group over a three-year performance period.

At-risk compensation for the Chief Executive Officer is targeted at 80% and for the other NEOs at 70%. The Company also has several governance programs in place to align executive compensation with stockholder interests. These programs include: stock ownership guidelines, limited perquisites and the use of wealth accumulation spreadsheets. For information on the Company's 2011 accomplishments, see Compensation Discussion and Analysis above.

The advisory vote regarding the compensation of the NEOs described in this Proposal III shall be approved if a majority of the shares present in person or by proxy at the meeting and entitled to vote on the proposal vote in favor of the proposal. Abstentions will have the same effect as votes against the proposal, but broker non-votes will not effect the outcome of the voting on the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.

PROPOSAL IV

APPROVAL OF AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION

TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK

The Board of Directors has approved and declared advisable, and is recommending to the stockholders for approval at the Annual Meeting, an amendment to Article IV of the Company's Certificate of Incorporation, as amended, which sets forth the terms of the Company's authorized capital stock. Article IV currently authorizes 240,000,000 shares of Common Stock, as well as 5,000,000 shares of Preferred Stock, par value \$.10 per share. The proposed amendment would increase the authorized Common Stock to 480,000,000 shares of Common Stock. The authorized shares of Preferred Stock would remain 5,000,000. If adopted by the stockholders, this amendment would become effective upon filing of an appropriate Certificate of Amendment with the Secretary of State of the State of Delaware. The proposed amendment to Article IV of the Certificate of Incorporation would replace the first sentence of the Article with the following:

The aggregate number of shares of all classes of stock which the Company shall have authority to issue is 485,000,000, divided into 5,000,000 shares of Preferred Stock, par value \$.10 per share (Preferred Stock), and 480,000,000 shares of Common Stock, par value \$.10 per share (the Common Stock).

The additional shares of Common Stock authorized by the proposed amendment, if and when issued, would have the same rights and privileges as the shares of Common Stock currently authorized. The Common Stock has no preemptive rights to purchase Common Stock or other securities. In addition, under Delaware law, the Company's stockholders are not entitled to dissenters' or appraisal rights in connection with the proposed increase in the number of shares of Common Stock authorized for issuance.

The Company issued 104,638,350 shares of Common Stock in connection with its January 2012 two-for-one stock split. At February 1, 2012, 208,872,300 shares of Common Stock were issued and outstanding and 10,723,300 were reserved for issuance under the Company's 2004 Incentive Plan. As a result, only approximately 20 million shares are available for issuance for future purposes. In this light, the Board of Directors deems it advisable to increase the Company's authorized Common Stock. The additional Common Stock to be authorized would be available for possible stock dividends or splits, future financing and acquisition transactions, employee benefit plans and other corporate purposes. Having such shares available for issuance in the future would give the Company greater flexibility and allow shares of Common Stock to be issued without the expense and delay of a stockholders' meeting. The additional shares of Common Stock would be available for issuance without further action by the stockholders unless such action is required by applicable law or the rules of any stock exchange on which the Common Stock may be listed. The New York Stock Exchange, on which the Common Stock is listed, currently requires stockholder approval as a prerequisite to listing shares in certain instances, including in connection with acquisition transactions where the present or potential issuance of shares could result in an increase in the number of shares of common stock outstanding of at least 20%.

The Company has no present arrangements, commitments, understandings or pending negotiations for the issuance of additional shares of newly authorized Common Stock.

The Company has not proposed the increase in the authorized number of shares of Common Stock with the intention of using the additional shares for anti-takeover purposes, although the Company could theoretically use the additional shares to make more difficult or to discourage an attempt to acquire control of the Company. The Company is not aware of any pending or threatened efforts to acquire control of the Company.

Approval of the proposal to increase the number of authorized shares of Common Stock by amending the Company's Certificate of Incorporation requires the affirmative vote of a majority of the shares outstanding on the record date and entitled to vote. Votes may be cast FOR or AGAINST the proposal, and stockholders may also ABSTAIN from voting on the proposal. Because shares represented by abstentions or broker non-votes are considered outstanding, abstentions and broker non-votes will have the same effect as a vote AGAINST the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE PROPOSED AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION.

PROPOSAL V

APPROVAL OF AMENDMENTS TO OUR BY-LAWS TO ELIMINATE THE CLASSIFIED BOARD OF DIRECTORS

The Company's by-laws currently provide that the Board of Directors is divided into three classes, with each class elected every three years. On the recommendation of the Corporate Governance and Nominating (CGN) Committee, the Board of Directors has approved and is submitting to stockholders an amendment to the Company's by-laws that provides for the phase out of the classified structure of the Board of Directors so that, once the amendment is fully effective, all directors will be elected each year.

If the amendment is approved by the stockholders, persons elected as directors to fill expiring terms would be elected for one-year terms beginning at the 2013 Annual Meeting of Stockholders. None of the current directors, or the nominees for director standing for election at the 2012 Annual Meeting, would have their terms of office shortened as a result of the amendments. Accordingly, regardless of whether the amendment is approved, the directors elected at the 2012 Annual Meeting will be elected to three-year terms expiring at the 2015 Annual Meeting, and the directors elected at the 2010 and

2011 Annual Meetings will serve out their terms that expire at the 2013 Annual Meeting and the 2014 Annual Meeting, respectively. The amendment will not affect the Board's ability under the by-laws to fill vacancies on the Board for the full term of the director whose departure from the Board created the vacancy. The phasing out of the classified board over a three-year period is designed to allow directors elected prior to the approval of the amendments to serve out the term to which they were elected, ensuring a smooth transition to annual elections of all of our directors.

In determining whether to adopt the proposed amendment, the Board of Directors considered the advantages and disadvantages of both a classified and a declassified board. The Company has had a classified board structure since inception and has retained such a structure because the Board of Directors believed that the classified board structure promoted the continuity and stability of the Board in pursuing the Company's business strategies and policies, facilitated independence of the directors from management and improved the Board's negotiating position if confronted with an unsolicited bidder for control of the Company. Many investors believe, however, that the election of directors is the primary means for stockholders to influence corporate governance policies and hold management accountable for implementing those policies. In approving the amendment and recommending it to the stockholders, the Board of Directors considered that a growing number of public companies have eliminated their classified board structures. After carefully weighing the considerations, the Board determined that it is in the best interest of the Company and the stockholders to amend its by-laws to eliminate the classified board.

Although the by-laws generally may be amended by the vote of the majority of the directors in office, the amendment of Article IX of the by-laws, which contains the provisions regarding the classified board of directors, requires the approval of the holders of a majority of the outstanding shares of Common Stock. If the stockholders approve the amendment, the stockholder approval will no longer be required for any future amendments to Article IX of the by-laws. The Board recommends that you vote in favor of the proposal.

The text of the proposed amendment is attached as Annex A to this Proxy Statement.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE PROPOSED AMENDMENT TO THE COMPANY'S BY-LAWS.

PROPOSAL VI

STOCKHOLDER PROPOSAL

Amalgamated Bank's LongView Large Cap 500 Index Fund, 275 Seventh Avenue, New York, New York, 10001, has notified us that it intends to present the following proposal at the Annual Meeting. The Company is not responsible for the contents of this proposal or the supporting statement.

RESOLVED: The shareholders of Cabot Oil & Gas Corporation ("Cabot" or the "Company") ask the board of directors to adopt a policy that incentive compensation for senior executives should include a range of non-financial measures based on sustainability principles and reducing any negative environmental impacts related to Company operations. For purposes of this resolution, "sustainability" refers to the methods by which environmental, social and economic considerations are integrated into long-term corporate strategy.

SUPPORTING STATEMENT

As shareholders, we support executive compensation policies that motivate and reward senior executives for actions that contribute to a company's long-term growth.

An important element of senior executive compensation is incentive compensation, including both annual cash bonuses and long-term incentive awards. At-risk pay is the predominant form of compensation for Cabot's senior executives. According to last year's proxy statement, such pay comprised 67% to 89% of the total compensation for the five most senior executives that year.

Considering the significance of incentive pay in Cabot's compensation policies, we believe it is important for the board of directors to ensure that compensation incentives are aligned with business strategies for creating sustainable, long-term shareholder value and mitigating risks that could have a detrimental impact on value creation. Accordingly, we believe the board should consider and disclose a variety of factors in determining incentive pay, including metrics that promote sustainable value creation and reduce negative environmental impacts.

Although Cabot's board has a Safety and Environmental Affairs Committee, the 2010 proxy does not indicate that safety and environmental factors enter into the board's deliberations on executive compensation. Indeed, that proxy statement indicates that at-risk compensation focuses on financial and operating goals and total shareholder return. In contrast, approximately two-thirds of the 42 energy firms in the S&P 500 index reference non-financial factors, such as environmental performance and worker safety, in their 2010 proxies.

We believe that the need for a greater emphasis on sustainability factors in incentive pay is illustrated by BP's 2010 Deepwater Horizon oil spill, where a single incident caused significant losses to shareholders.

We believe that Cabot's operations are vulnerable to environmental risks, as illustrated by the recent history of regulatory action, fines, and disruptions to its business operations due to environmental incidents. We note the statement in Cabot's 2010 annual report that its transition zone and shallow-water areas of the Gulf Coast are ecologically sensitive. Moreover, various spills, leaks and water contamination involving Cabot's Dimock gas wells led to a 2010 consent decree with the State of Pennsylvania under which the Company agreed to cap three wells and pay fines. One media report described the settlement as "among the most punitive in Pennsylvania's history." Later that year Cabot entered into a superseding global settlement with the State under which Cabot would pay \$4.2 million to certain affected households, plus \$500,000 to cover the State's costs in pursuing the matter, and would remediate two wells.

We urge you to vote FOR this proposal.

CABOT'S STATEMENT IN OPPOSITION TO PROPOSAL VI

Our Board of Directors has carefully considered this proposal and, while it agrees with the Proponent that the long-term interests of shareholders are best served by companies that operate their business in a sustainable manner focused on long-term value creation, the Board believes that adopting the proposal is unnecessary and would not be in the best interests of the Company or our stockholders. As a responsible corporate citizen, we are fully committed to conducting our business operations in an ethical and socially and environmentally sustainable manner and to being good community partners where we operate.

Our Board and management have demonstrated their commitment to sustainability in numerous ways. In March 2011, the Compensation Committee of the Board of Directors determined that it may use environmental and safety performance, among other factors, when determining whether to add any discretionary payment to the formula generated bonus plan payout. The Company's website also provides detailed information about our sustainable practices, including steps we take to ensure our operations protect water and air resources, which exceed regulatory requirements in some parts of our operations. The website also contains important information on our natural gas production activities and hydraulic fracturing, a Q&A regarding how we manage our contractor's health, safety and environmental practices, and various videos on our environmental stewardship in the gas well pad site preparation and reclamation process and the gas well drilling process. Commencing in 2011, the Company also began voluntarily posting to the website www.fracfocus.org the chemical make-up of our hydraulic fracturing fluid on a natural gas well-by-well basis. FracFocus is a hydraulic fracturing chemical registry website and is a joint project of the Ground Water Protection Council and the Interstate Oil and Gas Compact Commission. The chemical data presented on this site is submitted on a voluntary basis by the participating oil and gas companies, including the Company, who has agreed to disclose the information in the public interest. All of these practices are a strong indication of the commitment of our Board and management to sustainable business practices.

Our Board and management agree with the proponent of this proposal that the efficient and sustainable deployment and use of our resources are in the best interests of our shareholders and the global community. However, we do not believe that making sustainability a distinct performance measure under our executive compensation programs is an appropriate design to drive long-term shareholder value. Although the Board agrees that sustainability is extremely important, the Board believes that this overly prescriptive shareholder proposal is not in the best interests of our shareholders. Rather, the Board believes that the Company's existing executive compensation program, which has a strong pay for performance philosophy and pay programs that result in awards to executives that are sensitive to the long-term value they produce for shareholders, promotes the best interest of our shareholders over time.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST APPROVAL OF THE STOCKHOLDER PROPOSAL.

PROPOSAL VII

STOCKHOLDER PROPOSAL

Lowell Glaser Miller, acting through Miller/Howard Investments, Inc., 324 Upper Byrdcliffe Road, Woodstock, New York, 12498, has notified us that he intends to present the following proposal at our Annual Meeting. The Company is not responsible for the contents of this proposal or supporting statement.

WHEREAS: We believe tracking and reporting on environmental, social and governance (ESG) business practices makes a company more responsive to a global business environment which is characterized by finite natural resources, changing legislation, and heightened public expectations for corporate accountability. Reporting also helps companies better integrate and gain value from existing ESG / sustainability efforts, identify gaps and opportunities in products and processes, publicize innovative practices, and recruit and retain employees.

Corporate reporting on sustainability is quickly becoming common practice. 79% of Fortune Global 500 companies produce sustainability reports; more than three out of four of these reports are based on the global reporting Initiative (GRI) Guidelines. In 2010, approximately 20% of U.S. Fortune 500 companies issued reports using the GRI framework, up from only 5% in 2006, according to the Governance and Accountability Institute.

The Carbon Disclosure Project (CDP), representing 551 institutional investors globally with \$71 trillion in assets, has for years requested greater disclosure from companies on their climate change management programs. Over 3,000 organizations in some 60 countries around the world now measure and disclose their greenhouse gas emissions, water management and climate change strategies through CDP, in order that they can set reduction targets and make performance improvements.

We are concerned that Cabot Oil & Gas corporation may be falling behind its peers in disclosure and management of ESG issues. Companies like Chevron and Apache Corporation already offer shareholders much of this important information through annual, GRI-based sustainability reports and by responding to the CDP.

Today, comprehensive ESG data on individual companies appears on Bloomberg terminals used by thousands of institutional investors around the world, including signatories to the Principles for Responsible Investment (PRI). PRI launched in 2006 and now has over 900 institutional signatories who collectively manage approximately \$25 trillion, and who publicly pledge to incorporate ESG issues into investment analysis and decision-making processes, and to ask for standardized reporting on ESG issues (using tools such as the Global Reporting Initiative).

Furthermore, in January 2010, the SEC issued interpretive guidance clarifying that companies should disclose material risks associated with climate change. The sustainability reporting process can help companies to analyze and mitigate these risks.

RESOLVED: Shareholders request that the Board of Directors prepare a sustainability report describing the company's short- and long-term responses to ESG-related issues, including plans to manage green house gas (GHG) emissions, policies and initiatives that address environmental impacts of operations, disclosure of material water risks, and plans to mitigate those risks. The report, prepared at reasonable cost and omitting proprietary information, should be published and made available to the public by the end of 2012.

SUPPORTING STATEMENT:

We encourage the use of the GRI Guidelines (G3). The GRI (www.globalreporting.org) is a globally accepted reporting framework considered the gold standard of reporting. The GRI also provides a flexible reporting system that allows companies to report incrementally over time.

CABOT'S STATEMENT IN OPPOSITION TO PROPOSAL VII

The Board of Directors has carefully considered this proposal and believes that approval of the proposed resolution is not in the best interest of the Company or its shareholders. The Company recognizes the importance, as both an ethical and a business responsibility, of addressing the environmental and social impacts of our business. Our Code of Business Conduct, posted on our website, reflects our commitment to conduct business in accordance with the letter and spirit of all applicable laws, rules, and regulations.

Our governance policies and practices make clear sustainability is our corporate foundation. In 2010, the Board of Directors adopted majority voting in all director elections. In 2011, the Board of Directors recommended and the stockholders adopted an annual advisory say-on-pay vote. Today the Board of Directors is recommending that shareholders declassify the board so that all directors are elected annually. These actions show that our governance policies are ones that encourage accountability and sustainability.

The Company's Board of Directors has a Safety and Environmental Affairs Committee with the responsibility to oversee the Company's safety and environmental management programs and review the nature and extent of Company spending for safety and environmental compliance. In 2012, this committee increased its number of meetings to four times per year to bolster its involvement with management's safety and environmental programs.

Posted on our website under "Industry Education" is important information concerning steps we take to ensure our operations protect water and air resources, including our going beyond regulatory requirements in some parts of our operations. Also on the website is important information on natural gas production activities and hydraulic fracturing. We provide a Q&A regarding how we manage our contractor's health, safety and environmental practices. The website also hosts various videos on our environmental stewardship in the gas well pad site preparation and reclamation process and the gas well drilling process.

In 2012, the Company is developing a formal health, safety and environmental (HSE) management system to compliment the already existing, and to allow audit of, the Company's HSE compliance policies and procedures. This demonstrates the high priority the Company places on conducting business in a sustainable manner, while protecting the health and safety of our employees, partners, vendors and the communities in which we operate.

The Company is in the process of converting many of its fleet trucks to be fueled with compressed natural gas, which runs cleaner than diesel and currently costs less. It also allows the United States to reduce its dependence on imported oil. The Company is also in the process of building a compressed natural gas fueling station in Pennsylvania. In many locations, our gas wells are drilled using a closed-loop drilling system, eliminating the need for open pits. In many locations, we recycle 100% of our hydraulic fracturing fluid flowback water and production flowback water.

Commencing in 2011, the Company began posting to the website www.fracfocus.org the chemical make-up of our hydraulic fracturing fluid on a natural gas well-by-well basis. FracFocus is a hydraulic fracturing chemical registry website.

The website is a joint project of the Ground Water Protection Council and the Interstate Oil and Gas Compact Commission. The chemical data presented on this site is submitted on a voluntary basis by the participating oil and gas companies, including the Company, who have agreed to disclose the information in the public interest.

As required by the Environmental Protection Agency (EPA), we are collecting greenhouse gas emissions data at all required locations. This data will be submitted to the EPA in a timely fashion.

The proposal does not convey the burden on human resources or the considerable expense involved in preparing a sustainability report, which would require the engagement of consultants with specialized expertise. The proposed report would require the Company to greatly expand the variety of information we currently gather, analyze and disclose, significantly exceeding any requirements of the Securities and Exchange Commission, state and local oil and gas regulatory bodies, as well as additional disclosure requirements expected to be enacted in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Company prefers, in the exercise of our business judgment, to prudently allocate our resources and assets to the initiatives already undertaken and described above.

We believe that our existing corporate practices, including programs and activities to ensure compliance with applicable legal requirements, existing corporate social responsibility programs, our dedication to the health and welfare of the communities in which we operate, and our environmental efforts adequately address the matters raised by the proposal. Therefore, conducting a special review and preparing a sustainability report is an unnecessary and an ineffective use of the Company's resources and not in the best interests of our stockholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST APPROVAL OF THE STOCKHOLDER PROPOSAL.

CONFLICT OF INTEREST AND RELATED PERSON POLICIES

Under the Company's Code of Business Conduct, directors, officers and employees are to avoid situations that present a potential conflict between their personal interests and the interests of the Company. The Code requires that, at all times, directors, officers and employees make a prompt disclosure in writing to the Company's Corporate Secretary of any fact or circumstance that may involve an actual or potential conflict of interest as well as any information necessary to determine the existence or likely development of conflicts of interest. This specifically includes any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest. This requirement includes situations that create even the appearance of a conflict of interest.

For executive officers of the Company other than the CEO, the Corporate Secretary reviews the written disclosure described above with the CEO, and a determination is made whether to approve the transaction resulting in the conflict of interest or potential conflict of interest. The CEO and the Corporate Secretary may refer the matter to the Company's Board of Directors as circumstances require. If the transaction involves the CEO or a member of the Board of Directors, the matter is referred to the full Board of Directors for review and approval. In each case the standard applied in approving the transaction is the best interests of the Company without regard to the interests of the individual officer or director involved in the transaction. These procedures for reviewing and approving conflict of interest transactions are based on the Company's past practice and are not in writing.

In 2006, the Company implemented its Mineral, Royalty and Overriding Royalty Interest Plan (Plan) under which the Company may offer to a number of its employees, including its executive officers, the opportunity to purchase a portion of the mineral, participating and non-participating royalty and overriding royalty interests acquired by the Company from time to time for cash at a price determined using the same cost basis as the Company acquired such interests. In 2006, the Company offered to 73 participants, including ten officers, whose participation was approved by the Compensation Committee, the opportunity to purchase an aggregate of \$2.3 million of the mineral, royalty and overriding royalty interests acquired by the Company in the McCampbell Field, located in Aransas Pass, Texas. Interests were offered to the key professional employees in the region in which the interest was located and to management level employees in the other regions and the corporate office. Participants were offered an interest commensurate with their level of responsibility and their income. Each participant

was offered an interest in the same property. Each of the officers participating in the Plan, including each NEO other than Mr. Cunningham who was not employed at the time, purchased interests in the field. No individual officer purchased in excess of \$115,000 of the interests offered.

In 2010, the Company offered to 85 participants, including ten officers, whose participation was approved by the Compensation Committee, the opportunity to purchase an aggregate of \$1.4 million of the mineral, royalty and overriding royalty interests acquired by the Company from Guardian Oil & Gas, Inc. and located in Shelby, San Augustine and Nacogdoches Counties, Texas. Similar to the McCampbell Field, interests were offered to key professional employees in the region in which the interest was located and to management level employees in the other region and the corporate office. Participants were offered an interest commensurate with their level of responsibility and their income. Each participant was offered an interest in the same property. Each of the officers participating in the Plan, including each NEO, purchased interests in the field. No individual officer purchased in excess of \$102,000 of the interest offered.

In accordance with the Plan, the Company makes all determinations with respect to the acquisition, exploration, development, maintenance and operation of any property subject to an interest under the Plan using the same criteria (or criteria less favorable to the property subject to an interest) as it would use were such property not subject to such an interest (that is, the Company will not favor properties subject to interests under the Plan over properties not subject to such interests when allocating Company resources in the acquisition, exploration, development, maintenance and operation of its properties). No interests were offered under the Plan to participants in 2011.

COMPENSATION COMMITTEE INTERLOCKS

AND INSIDER PARTICIPATION

No member of the Compensation Committee was, during 2011, an officer or employee of the Company or any of its subsidiaries, or formerly an officer of the Company or any of its subsidiaries. During 2011 the Company had no compensation committee interlocks.

SECTION 16(a) BENEFICIAL OWNERSHIP

REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors to file initial reports of ownership and reports of changes in ownership of Company Common Stock with the SEC and, pursuant to rules promulgated under Section 16(a), such individuals are required to furnish the Company with copies of Section 16(a) reports they file. Based solely on a review of the copies of such reports furnished to the Company, and written representations that those reports accurately reflect all reportable transactions and holdings, the Company is aware of no failures to comply with the Section 16(a) reporting requirements during 2011.

BENEFICIAL OWNERSHIP OF OVER FIVE PERCENT OF COMMON STOCK

The following table reports beneficial ownership of the Common Stock by holders of more than five percent of the Company's Common Stock. Unless otherwise noted, all ownership information is based upon filings made by such persons with the SEC, except that the number of shares owned have been adjusted to reflect our two-for-one stock split, in the form of a stock dividend, effective as of January 26, 2012.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Owned	Percent of Class
Neuberger Berman Group LLC	15,603,692 ⁽¹⁾	7.466%
Neuberger Berman LLC 605 Third Avenue New York, NY 10158		
BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	12,385,948 ⁽²⁾	5.93%
FMR LLC	12,134,084 ⁽³⁾	5.81%
Mr. Edward C. Johnson III 82 Devonshire Street Boston, MA 02109		
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	11,575,412 ⁽⁴⁾	5.53%

- (1) According to Amendment No. 3 to a Schedule 13G, dated February 13, 2012, filed with the Commission by Neuberger Berman Group LLC and Neuberger Berman LLC, they have shared voting power over 12,428,166 of these shares, no voting power over the remainder of these shares, and shared dispositive power over all of these shares.
- (2) According to Amendment No. 2 to a Schedule 13G, dated January 20, 2012, filed with the Commission by BlackRock, Inc., it has sole voting power and sole dispositive power over all of these shares.
- (3) According to Schedule 13G, dated February 13, 2012, filed with the Commission by FMR LLC, it has sole voting power with respect to 1,874,566 of these shares and sole dispositive power over all of these shares as a result of being a parent holding company or control person of several other entities in accordance with Rule 13d-1(b)(ii)(G). Mr. Edward C. Johnson III, together with members of his family, through direct or indirect ownership of voting common shares of FMR, may be deemed to form a controlling group with respect to FMR and may, therefore, be considered to be beneficial owners of the shares beneficially owned by FMR. Mr. Edward C. Johnson III has sole voting and dispositive power over 358,600 of these shares.
- (4) According to Amendment No. 1 to a Schedule 13G, dated February 6, 2012, filed with the Commission by The Vanguard Group, Inc., it has sole voting power and shared dispositive power over 291,918 of these shares and sole dispositive power over 11,283,494 of these shares.

BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table reports, as of February 1, 2012, beneficial ownership of Common Stock by each director and nominee for director, by each named executive officer listed in the 2011 Summary Compensation Table and by all directors, nominees and executive officers as a group. Unless otherwise indicated, the persons below have sole voting and investment power with respect to the shares of Common Stock shown as beneficially owned by them.

Name of Beneficial Owner	Number of Outstanding Shares of Common Stock Held	Number of Shares of Common Stock	
		Beneficially Owned	Percent Class
Rhys J. Best	5,000	34,130 ⁽¹⁾	*
David M. Carmichael	0	48,724 ⁽¹⁾	*
James R. Gibbs	0	15,132 ⁽¹⁾	*
Robert L. Keiser	50,110	98,834 ⁽¹⁾	*
Robert Kelley	161,826	227,750 ⁽¹⁾	*
P. Dexter Peacock	115,520	181,444 ⁽¹⁾	*
W. Matt Ralls	0	4,172 ⁽¹⁾	*
William P. Vitito	45,688	111,612 ⁽¹⁾	*
Dan O. Dinges	1,230,844	1,908,795 ⁽²⁾⁽³⁾	1.0%
Scott C. Schroeder	476,636	720,815 ⁽²⁾⁽³⁾	*
Jeffrey W. Hutton	216,710	329,600 ⁽²⁾⁽³⁾⁽⁴⁾	*
Lisa A. Machesney	191,068	268,516 ⁽²⁾⁽³⁾⁽⁴⁾	*
G. Kevin Cunningham	0	11,812 ⁽²⁾⁽³⁾⁽⁴⁾	*
All directors, nominees and executive officers as a group (17 individuals)		4,280,334 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	2.0%

* Represents less than 1% of the outstanding Common Stock.

- (1) Includes the following restricted stock units, as to which the restrictions lapse upon the holders' retirement from the Board of Directors: Mr. Best, 29,130; Mr. Carmichael, 48,724; Mr. Gibbs, 15,132; Mr. Keiser, 48,724; Mr. Kelley, 65,924; Mr. Peacock, 65,924; Mr. Ralls, 4,172; and Mr. Vitito, 65,924; and all directors, nominees and executive officers as a group, 343,654. No executive officers hold restricted stock units.
- (2) Includes the following stock appreciation rights that are exercisable on or before March 31, 2012: Mr. Dinges, 574,674; Mr. Schroeder, 205,852; Mr. Hutton, 94,473; Ms. Machesney, 59,610; Mr. Cunningham, 3,381; and all directors, nominees and executive officers as a group 982,128.
- (3) Includes the following shares of stock awarded pursuant to the hybrid performance share awards granted in 2009, 2010 and 2011 that vested in February 2012, as a result of 2011 operating results meeting the performance criteria established on the date of grant: Mr. Dinges, 103,277; Mr. Schroeder, 38,327; Mr. Hutton, 15,067; Ms. Machesney, 13,928; Mr. Cunningham, 3,273; and all directors, nominees and executive officers as a group 198,450. For more information on the hybrid performance shares see Long Term Incentives above.
- (4) Includes the following shares held in the Company's Savings Investment Plan as to which the reporting person shares voting and investment power: Mr. Hutton, 3,350; Ms. Machesney, 3,910; Mr. Cunningham, 5,158 and all directors, nominees and executive officers as a group, 40,442.

Edgar Filing: Verisk Analytics, Inc. - Form 4

- (5) Includes 42,860 shares awarded to three officers in 2009 pursuant to the employee performance awards that vested in February 2012, as a result of 2011 operating results meeting the performance criteria established on the date of grant.

FUTURE STOCKHOLDER PROPOSALS

Any stockholder proposal intended for inclusion in the proxy statement for the 2013 Annual Meeting of Stockholders of the Company, and otherwise eligible, should be sent to Ms. Deidre L. Shearer, Managing Counsel and Corporate Secretary, Cabot Oil & Gas Corporation, 840 Gessner Road, Suite 1400, Houston, Texas 77024 and must be received by November 26, 2012.

The by-laws of the Company require timely advance written notice of stockholder nominations of director candidates and of any other business to be presented by a stockholder at an annual meeting of stockholders. To be timely, the by-laws require advance written notice be delivered to the Company's Secretary at the principal executive offices of the Company not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, prior to the anniversary of the preceding year's annual meeting (with certain exceptions if the date of the annual meeting is different by more than specified amounts from the anniversary date). The deadline for submission for the 2013 Annual Meeting of Stockholders is currently January 31, 2013. To be valid, a notice must set forth certain information specified in the by-laws.

SOLICITATION OF PROXIES

The cost of soliciting proxies in the enclosed form will be borne by the Company. In addition to solicitation by mail, officers, employees or agents of the Company may solicit proxies personally. The Company may request banks and brokers or other similar agents or fiduciaries to transmit the proxy material to the beneficial owners for their voting instructions and will reimburse them for their expenses in so doing. Georgeson Inc. has been retained to assist the Company in the solicitation of proxies at a fee estimated not to exceed \$10,500, plus expenses.

MISCELLANEOUS

The Company's management does not know of any matters to be presented at the Annual Meeting other than those set forth in the Notice of Annual Meeting of Stockholders. However, if any other matters properly come before the Annual Meeting, the persons named in the enclosed proxy intend to vote the shares to which the proxy relates on such matters in accordance with their best judgment unless otherwise specified in the proxy.

BY ORDER OF THE BOARD OF DIRECTORS,
DEIDRE L. SHEARER
Corporate Secretary and Managing Counsel

March 26, 2012

ANNEX A

ARTICLE IX

Board of Directors

The number of directors which constitute the whole board of directors shall be neither less than three nor more than twenty. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors. The directors shall be elected at the annual meeting of the stockholders, except as provided elsewhere in these By-laws, and each director elected shall hold office until a successor is elected and qualified, or until he or she sooner dies, resigns or is removed or replaced. Directors need not be stockholders. The election of directors need not be by written ballot. Newly-created directorships resulting from any increase in the authorized number of directors voted by the board of directors between annual meetings may be filled, at the discretion of the board, by an election at a meeting of stockholders held for that purpose, or by an election at a meeting of the board of directors, by vote of a majority of the directors then in office though less than a quorum, and each director so chosen shall hold office until the next annual meeting of the stockholders. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

At each annual meeting of stockholders commencing with the 2013 annual meeting of stockholders, all directors shall be elected to hold office for a term expiring at the next succeeding annual meeting of stockholders and until their successors have been elected and shall qualify; provided, that any director elected for a longer term before the 2013 annual meeting of stockholders shall hold office for the entire term for which he or she was originally elected.

CABOT OIL & GAS CORPORATION

ATTN: DEIDRE L. SHEARER

840 GESSNER RD., SUITE 1400

HOUSTON, TX 77024

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M42056-P20149

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CABOT OIL & GAS CORPORATION

The Board of Directors recommends you vote FOR Proposals I, II, III, IV and V, and AGAINST Proposals VI and VII.

- I. To elect the following three persons to the Board of Directors of the Company.

Nominees:	For	Against	Abstain
-----------	-----	---------	---------

1a. Rhys J. Best
------------------	----	----	----

Explanation of Responses:

Edgar Filing: Verisk Analytics, Inc. - Form 4

1b. Robert Kelley	..	..	..		For	Against	Abstain
P. Dexter				V. To approve an amendment to our by-laws to eliminate a classified board of directors.	..	..	..
1c. Peacock	..	..	..	
II. To ratify the appointment of t h e f i r m PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2012 fiscal year.	..	..	..	VI. To consider a stockholder proposal to adopt a policy that incentive compensation for senior executives include measures based on sustainability principles.	..	..	..
III. To approve, by non-binding advisory vote, the compensation of our named executive officers.	..	..	..	VII. To consider a stockholder proposal to require the Board of Directors to prepare a sustainability report.	..	..	..
IV. To approve an amendment to our Certificate of Incorporation to increase the number of authorized shares of common stock of the Company.	..	..	..	VIII. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.			

For address changes and/or comments, please check this box and write them on the back where indicated. ..

Please indicate if you plan to attend this meeting.

..	..
Yes	No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]
Date

Signature (Joint Owners)

Date

Meeting Time: 8:00 a.m. local time

Meeting Location: Cabot Oil & Gas Corporation,

located at 840 Gessner Road, Suite 1400, Houston, Texas 77024

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of

Stockholders to be Held on May 1, 2012:

The Notice and Proxy Statement, 2011 Annual Report and Form 10-K are available free of charge at

www.cabotog.com/2012AnnualMeeting.

M42057-P20149

CABOT OIL & GAS CORPORATION

The undersigned acknowledges receipt of the notice of Annual Meeting of Stockholders and the Proxy Statement, each dated March 26, 2012, and appoints Deidre L. Shearer, Corporate Secretary, and Scott C. Schroeder, Vice President, Chief Financial Officer, or either of them, proxies for the undersigned, with power of substitution, to vote all of the undersigned's shares of common stock of Cabot Oil & Gas Corporation at the Annual Meeting of Stockholders to be held at Cabot Oil & Gas Corporation, located at 840 Gessner Road, Suite 1400, Houston, Texas 77024 at 8:00 a.m., local time, on May 1, 2012, and at any adjournments or postponements thereof.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

This proxy will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR Proposals I, II, III, IV and V, AGAINST Proposals VI and VII, and will grant discretionary authority pursuant to Proposal VIII.

This proxy will revoke all prior proxies signed by you.

Edgar Filing: Verisk Analytics, Inc. - Form 4

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)