QEP RESOURCES, INC.

Form 4

February 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and A Jones Abiga	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	QEP RESOURCES, INC. [QEP] 3. Date of Earliest Transaction	(Check all applicable)			
1050 17TH	STREET, S	UITE 500	(Month/Day/Year) 02/13/2014	Director 10% OwnerX_ Officer (give title Other (specify below) VP-Comp/Corp Sec/AGC			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DENVER, O	CO 80265		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Denivertive Securities Ac	guined Disposed of an Panaficially Ovener			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
~			Code v	Amount	(D)				
Common Stock	02/13/2014		A	2,521	A	\$ 31.74	22,546.282	D	

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

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

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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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ 0	02/13/2014		C		1,835	<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	1,8
Phantom Stock Units	\$ 0	02/13/2014		A	2,521		<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	2,5
Stock Option	\$ 31.74	02/13/2014		A	3,634		<u>(3)</u>	02/13/2021	Common Stock	3,6
Phantom Stock Units	\$ 0						<u>(4)</u>	<u>(4)</u>	Phantom Stock Units	2,793.
Stock Option	\$ 27.55						03/05/2013	03/05/2017	Common Stock	C
Stock Option	\$ 23.98						03/05/2012	03/05/2016	Common Stock	C
Stock Option	\$ 39.07						<u>(5)</u>	02/25/2018	Common Stock	3,5
Stock Option	\$ 30.9						<u>(6)</u>	02/13/2019	Common Stock	4,8
Stock Option	\$ 30.12						<u>(7)</u>	02/13/2020	Common Stock	4,8

Reporting Owners

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

Jones Abigail L 1050 17TH STREET, SUITE 500 DENVER, CO 80265

VP-Comp/Corp Sec/AGC

Signatures

**Signature of Date
Reporting Person

Reporting Owners 2

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) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (2) In accordance with the Long Term Cash Incentive Plan, the total reflects the conversion of 955 phantom stock units to cash and the forfeiture of 880 phantom stock units.
- (3) The option vests in three annual installments beginning on March 5, 2015, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
 - Phantom stock units will be payable in cash on the date of, or at a designated anniversary date following, the first to occur of the reporting person's (i) distribution election date which is not earlier than two years from the plan year (ii) separation from service from QEP (subject
- (4) to 6-month delay if necessary to comply with IRC 409A), (iii) death or (iv) disability, pursuant to the QEP Resources, Inc. Deferred Compensation Wrap Plan. This total includes shares attributable to the 401(k) supplemental program of the Deferred Compensation Wrap Plan. Consequently, share totals may change without any visible activity.
- (5) The option vests in three annual installments which began on March 5, 2012, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- The option vests in three annual installments beginning on March 5, 2013, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (7) The option vests in three annual installments beginning on March 5, 2014, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

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.