Edgar Filing: QEP RESOURCES, INC. - Form 4

QEP RESO Form 4	URCES, INC.										
March 09, 2	015										
FORM			SECU	DITIEC			NCE	COMMISSION	т	APPROVAL	
	UNITED	SIAIES			AND EX n, D.C. 2		INGE (_0MIMI55101	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio	ger o 16. or Filed pur	MENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES							burden he response	Estimated average burden hours per response 0.	
may con See Instr 1(b).	tinue. Section 17(•	olding Co nt Compa	-	•	f 1935 or Sectio 40	on		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Fiala Margo D			2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
1050 17TH STREET, SUITE 500			(Month/Day/Year) 03/05/2015					Director 10% Owner X Officer (give title Other (specify below) below) VP			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
DENVER,	CO 80265							Person			
(City)	(State)	(Zip)	Tab	le I - Non	-Derivativ	e Secu	rities Aco	quired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/05/2015			Code V D	7 Amount 1,630 (1)	(D) D	Price \$ 21.68	(Instr. 3 and 4) 35,163	D		
Common Stock								982.6679	I	Employee Investment Plan	

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)

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. Number of orDerivative Securities Acquired (A) Disposed of (1 (Instr. 3, 4, an 5)	Expiration Da (Month/Day/ or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (Date Exercisable	Expiration Date	Title	Amount Number Shares	
Phantom Stock Units	\$ O	03/06/2015		А	27.0084	(2)	(2)	Phantom Stock Units	27.008	
Phantom Stock Units	\$ 0					(3)	(3)	Phantom Stock Units	16,443	
Stock Option	\$ 30.9					03/05/2015	5 02/13/2019	Common Stock	8,709	
Stock Option	\$ 30.12					(4)	02/13/2020	Common Stock	9,792	
Stock Option	\$ 31.74					(5)	02/13/2021	Common Stock	8,629	
Stock Option	\$ 21.69					(6)	02/12/2022	Common Stock	15,584	
Stock Option	\$ 39.07					03/05/2014	02/25/2018	Common Stock	6,276	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fiala Margo D 1050 17TH STREET, SUITE 500 DENVER, CO 80265			VP				
Signatures							
/s/ Abigail L. Jones, Attorney in Fact	0.	3/09/2015					
**Signature of Reporting Person		Date					
Evaluation of Responses							

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).

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(1) I received a distribution of formerly restricted shares of stock and made an advance election to satisfy my tax payment obligations by withholding shares.

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

- (2) 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.
- (3) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (4) 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.
- (5) 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.
- (6) The option vests in three annual installments beginning on March 5, 2016, 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.