

EQT Corp  
Form 4  
February 29, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PORGES DAVID L**

(Last) (First) (Middle)

**EQT PLAZA, 625 LIBERTY  
AVENUE, SUITE 1700**

(Street)

**PITTSBURGH, PA 15222**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**EQT Corp [EQT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/25/2016**

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)

Chairman &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/25/2016                              |                                                             | A                                       | 57,227 A                                                                | \$ 530,526                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock <sup>(2)</sup>        | 02/25/2016                              |                                                             | F                                       | 27,521 D                                                                | \$ 503,305                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/26/2016                              |                                                             | G V                                     | 29,700 D                                                                | \$ 473,605                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 5,919                                                                                                              | I                                                                    | Savings<br>Plan                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 50,000                                                                                                             | I                                                                    | Porges<br>Family<br>Trust                                         |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                       | Amount<br>or<br>Number<br>of<br>Shares              |                                                                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                |       |
|---------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                       | Director      | 10% Owner | Officer        | Other |
| PORGES DAVID L<br>EQT PLAZA<br>625 LIBERTY AVENUE, SUITE 1700<br>PITTSBURGH, PA 15222 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Jonathan M. Lushko,  
Attorney-in-Fact

02/29/2016

\_\_\_\_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) On February 25, 2016, performance awards under the Company's 2013 Executive Performance Incentive Program (2013 EPIP) vested and were paid out in common stock.

(2) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2013 EPIP.

(3) On February 26, 2016, Mr. Porges made gifts of 610, 1,155, 2,100, 500, 2,100, 650 and 22,585 shares of EQT Corporation common stock to The Winchester Thurston School, Pittsburgh Cultural Trust, Carnegie Museum of Pittsburgh, Carnegie Mellon University, City Theatre Company, Inc., Pittsburgh Opera Company and the Porges Family Foundation, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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