Neese Jay B Form 4 March 26, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of l Neese Jay B	Reporting Person *	2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First)) (Middle)	3. Date of Earliest Transaction	()		
1050 17TH STREET	Γ, SUITE 500	(Month/Day/Year) 03/22/2013	Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President		
(Street	t)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DENVER, CO 8026	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

DENVER, CO 80265	
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,,,			Person							
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Securities A	cquired, Disposed	of, or Benefici	ally Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)			
Common Stock					145,051 (1)	D				
Common Stock					31,922.1504 (2)	I	Employee Investment Plan			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (Disposed of (Instr. 3, 4, 5)	A) or of (D)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ 0	03/22/2013		A	25.1986		(3)	<u>(3)</u>	Phantom Stock Units	25.198
Phantom Stock Units	\$ 0						<u>(5)</u>	(5)	Phantom Stock Units	50,097
Stock Option	\$ 39.07						<u>(6)</u>	02/25/2018	Common Stock	27,611
Stock Option	\$ 30.9						<u>(7)</u>	02/13/2019	Common Stock	39,188
Stock Option	\$ 30.12						(8)	02/13/2020	Common Stock	32,638
Stock Option	\$ 23.98						03/05/2012	03/05/2016	Common Stock	80,000
Stock Option	\$ 27.55						03/05/2013	03/05/2017	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
topolong o mai maio, maio	Director	10% Owner	Officer	Other			
Neese Jay B 1050 17TH STREET, SUITE 500 DENVER, CO 80265			Executive Vice President				
Signatures							

Abigail L. Jones, Attorney 03/26/2013 in Fact

**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).

Reporting Owners 2

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- (1) Some of these shares are held in a joint account with my spouse.
- (2) As of March 22, 2013 I have 31,922.1504 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as QEP's stock price changes; this fluctuation does not reflect any transactions that should be reported.
 - 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
- (3) 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.
- (4) This number has been revised to correct my total share ownership. The new number does not indicate any recent transaction in QEP shares.
- (5) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (6) 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.
- (8) 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.