Edgar Filing: QEP RESOURCES, INC. - Form 4

QEP RESOU Form 4	RCES, INC.							
July 09, 2013						OMB	APPROVAL	
FORM	UNITED	STATES SE	S SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549				//B 3235-028	
Check thi if no long subject to Section 10	er STATEM 6.							
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs sinue. Section 17(a	a) of the Publ	on 16(a) of the Securit ic Utility Holding Con he Investment Compar	npany Act o	of 1935 or Section	response on	0.5	
(Print or Type R	(esponses)							
1. Name and Address of Reporting Person <u>*</u> Fiala Margo D			Issuer Name and Ticker or ibol P RESOURCES, INC	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 1050 17TH STREET, SUITE 500			Date of Earliest Transaction onth/Day/Year) 05/2013	(Check all applicable) <u>X</u> Officer (give title 10% Owner below) VP				
(Street) DENVER, CO 80265			² Amendment, Date Origina d(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 Person				
(City)	(State) ((Zip)	Table I - Non-Derivative	Securities Ac		of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	3. 4. Securi e, if TransactionAcquired Code Disposed	ties l (A) or l of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Stock					16,916	D		
Common Stock					581.848	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A Disposed of (Instr. 3, 4, 5)	A) or f (D)	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
Phantom Stock Units	\$ 0	07/05/2013		А	14.1252		<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	14.1252
Phantom Stock Units	\$ 0						(2)	(2)	Phantom Stock Units	12,496
Stock Option	\$ 30.9						(3)	02/13/2019	Common Stock	8,709
Stock Option	\$ 30.12						(4)	02/13/2020	Common Stock	9,792
Stock Option	\$ 39.07						(5)	02/25/2018	Common Stock	6,276

Reporting Owners

Reporting Owner Name / Address	Relationships						
I S S S S S S S S S S S S S S S S S S S	Director	10% Owner	Officer	Other			
Fiala Margo D 1050 17TH STREET, SUITE 500 DENVER, CO 80265			VP				
Signatures							
Abigail L. Jones, Attorney in Fact	07/09/2013						

<u>**</u>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).

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

- (1) 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.
- (2) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.

- (3) 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.
- (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 which began on March 5, 2012, 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.