

QEP Midstream Partners, LP  
 Form 3  
 August 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * QEP RESOURCES, INC. (Last) (First) (Middle) 1050 17TH STREET, SUITE 500 (Street) DENVER, CO 80265 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/08/2013	3. Issuer Name and Ticker or Trading Symbol QEP Midstream Partners, LP [QEPM]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Refer to footnote (4)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units (Limited Partner Interests)	0 (1) (2) (3)	I	Refer to Footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

Subordinated Units (Limited Partner Interests)	Â (5)	Â (5)	Common Units	(1) (2) (3)	\$ 0 (5)	(I) (Instr. 5)	I	Refer to Footnote (4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
QEP RESOURCES, INC. 1050 17TH STREET, SUITE 500 DENVER, CO 80265	Â X	Â X	Â		Refer to footnote (4)
QEP Midstream Partners, LP 1050 17TH STREET, SUITE 500 DENVER, CO 80265	Â	Â	Â		Refer to footnote (4)
QEP Field Services Co 1050 17TH STREET, SUITE 500 DENVER, CO 80265	Â X	Â X	Â	Â	

## Signatures

/s/ Abigail L. Jones, Corporate Secretary	08/08/2013
__Signature of Reporting Person	Date
/s/ Abigail L. Jones, Vice President, Compliance and Corporate Secretary	08/08/2013
__Signature of Reporting Person	Date
/s/ Abigail L. Jones, Vice President, Compliance and Corporate Secretary	08/08/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- As described in the Registration Statement, in connection with the closing of the Issuer's initial public offering (the "IPO") and the related formation transactions, QEP Resources will indirectly hold as of the closing of the IPO, through Field Services (i) 3,701,750 common units, representing approximately 13.9% of the outstanding common units of the Issuer, and (ii) 26,705,000 subordinated units,
- (1) representing 100% of the outstanding subordinated units of the Issuer, for an approximate combined percentage of 56.9% of common units and subordinated units of the Issuer (or up to 6,701,750 common units and 26,705,000 subordinated units, representing an aggregate of 62.5% of common and subordinated units of the Issuer, if the underwriters do not exercise their option to redeem additional common units in full).
  - (2) In connection with the closing of the IPO, QEP GP will hold approximately 1,090,000 general partner units, representing a 2.0% general partner interest in the Issuer and will hold 100% of the Incentive Distribution Rights of the Issuer.
  - (3) As of the effectiveness of the Registration Statement, QEP Resources owns a 98% limited partner interest in the Issuer and QEP GP owns a 2% general partner interest in the Issuer.
  - (4) This Form 3 is filed jointly by QEP Resources, Inc., a Delaware corporation ("QEP Resources"), QEP Field Services Company ("Field Services") and QEP Midstream Partners GP, LLC, a Delaware limited liability company ("QEP GP"), in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333 188487) (the "Registration Statement"). Accordingly, QEP GP and Field Services are both wholly owned indirect subsidiaries of QEP Resources. Field Services owns all of the

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membership interests in QEP GP. QEP GP is the general partner of the Issuer. QEP Resources may be deemed to indirectly own the securities of the Issuer held by QEP GP and Field Services, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

(5) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

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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