QEP RESOURCES, INC.

Form 4

February 17, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

may continue. See Instruction 1(b).

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 \* TRICE DAVID A

2. Issuer Name and Ticker or Trading Symbol

QEP RESOURCES, INC. [QEP]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Stock

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/12/2015

X\_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

1050 17TH STREET, SUITE 500

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person

> Form filed by More than One Reporting Person

**DENVER, CO 80265** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Common

Code V Amount (D) Price

15,000 D

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.

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

#### Edgar Filing: QEP RESOURCES, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and	Amount	8. Price
Derivative	Conversion	(Month/Day/Year)			onof Derivative			of Underlying		Deriva
Security	or Exercise		any	Code	Securities	(Month/Day	(Year)	Securities		Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired	d		(Instr. 3 and 4)		(Instr. :
	Derivative				(A) or					
	Security				Disposed of					
	·				(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	) Date	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of	
									Shares	
Total .								D1 .		
Phantom								Phantom		
Stock	\$ 0	02/12/2015		A	9,221	(1)	(1)	Stock	9,221	\$ 21.
Units						_	_	Units		
Omts								Omts		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
TRICE DAVID A 1050 17TH STREET, SUITE 500 DENVER, CO 80265	X					

## **Signatures**

/s/ Abigial L. Jones, Attorney in Fact 02/17/2015

\*\*Signature of Reporting Person D

# **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 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.

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.

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