

EQT Corp
Form 4
November 02, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE
1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Equitrans Midstream Corp [ETRN]

3. Date of Earliest Transaction
(Month/Day/Year)

11/01/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	11/01/2018		J(1)(2)	V 203,669,360 (1) (2)	(A) or (D) Price D \$ 0	50,599,504 (1) (2)	D

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
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SEC 1474
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EQT Corp 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	X

Signatures

/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT Corporation 11/02/2018

__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).

On October 26, 2018, EQT Corporation (EQT) reported that it owned 100 shares of common stock, without par value (Common Stock) of Equitrans Midstream Corporation (the Issuer), which at the time was all of the issued and outstanding shares of Common Stock. Pursuant to a plan of separation approved by the board of directors of EQT, EQT will make a pro-rata distribution to its shareholders of record as of the close of business on November 1, 2018, of 80.1% of the outstanding Common Stock (the Distribution). In anticipation of the Distribution, which is expected to occur at 11:59 p.m. Eastern Time on November 12, 2018 (the Distribution Date), on November 1, 2018, all 100 shares of Common Stock held by EQT were recapitalized into 254,268,864 shares of Common Stock, which represents all of the issued and outstanding shares of Common Stock as of November 1, 2018.

On the Distribution Date, EQT will distribute, subject to the conditions set forth in the Separation and Distribution Agreement by and among EQT, ETRN and, solely for purposes of Section 2.13 therein, EQT Production Company, 203,669,360 of these shares of Common Stock to EQT's shareholders of record as of the close of business on November 1, 2018. EQT will retain the remaining 50,599,504 shares of Common Stock.

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.