

SCHLOTTERBECK STEVEN T
 Form 4
 January 03, 2013

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHLOTTERBECK STEVEN T

2. Issuer Name and Ticker or Trading Symbol
 EQT Corp [EQT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 EQT PLAZA, 625 LIBERTY AVENUE, SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

PITTSBURGH, PA 15222

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	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	12/31/2012		M	38,581	A	71,639	D	
Common Stock ⁽²⁾	12/31/2012		D	8,590	D	\$ 58.98 63,049	D	
Common Stock	12/31/2012		A	8,284	A	71,333	D	
Common Stock ⁽⁴⁾	12/31/2012		F	19,029	D	\$ 58.98 52,304	D	
Common Stock						7,817	I	Savings Plan

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

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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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁵⁾	\$ 0	12/31/2012		M	24,119	12/31/2012	12/31/2012	Common Stock	24,119
Restricted Stock Units ⁽⁶⁾	\$ 0	12/31/2012		M	14,462	12/31/2012	12/31/2012	Common Stock	14,462
Option (Right to Buy) ⁽⁷⁾	\$ 58.98	01/01/2013		A	44,100	01/01/2014	01/01/2023	Common Stock	44,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTTERBECK STEVEN T EQT PLAZA 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222			Senior Vice President	

Signatures

/s/ Jonathan M. Lushko,
Attorney-in-Fact

01/03/2013

**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).
- (1) Represents restricted stock units under the Company's 2010 Stock Incentive Award Program (2010 SIA) and 2011 Value Driver Award Program (2011 VDA). On December 31, 2012, awards under the 2010 SIA vested and were paid out in common stock and awards under

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the 2011 VDA vested and were paid out in cash.

- (2) Represents cash settlement of 2011 VDA awards.
- (3) On December 31, 2012, performance share units under the 2010 Executive Performance Incentive Program (2010 EPIP) vested and were paid out in common stock.
- (4) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2010 SIA, 2011 VDA and 2010 EPIP.

(5) Each Restricted Stock Unit was a confirmed performance award under the Company's 2010 SIA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the Restricted Stock Units vested and were paid out in common stock.

(6) Each Restricted Stock Unit was a confirmed performance award under the Company's 2011 VDA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the restricted stock units vested and were paid out in cash.

(7) 50% of the award is exercisable on the date listed in the "Date Exercisable" column. The remaining 50% is exercisable on the first anniversary of such date listed.

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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