Neese Jay B Form 4 March 08, 2011

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Neese Jay B			2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]					5. Relationship of Reporting Person(s) to Issuer		
(Last) 1050 17TH	) (First) (Middle) 3. Date of			of Earliest Transaction /Day/Year)				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  Executive Vice President		
(Street) DENVER, CO 80265			4. If Amendment, Date Original Filed(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)	Tab	le I - Non	-Deriva	ive Se	curities A	equired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transact Code (Instr. 8)	ior(A) or (Instr	Dispo 3, 4 an	a) r	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	03/07/2011			F	1,549 (1)		\$ 38.07	116,886	D	
Common Stock								29,205.8119 (2)	I	Employee Investment Plan

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.

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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. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (ADisposed or (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 Number Shares
Phantom Stock Units	\$ 0	03/07/2011		A	86.2884		<u>(3)</u>	(3)	Phantom Stock Units	86.288
Phantom Stock Units	\$ 0						<u>(5)</u>	<u>(5)</u>	Phantom Stock Units	14,078
Stock Option	\$ 39.07						(6)	02/25/2018	Common Stock	27,611
Stock Option	\$ 9.19						08/11/2003	02/11/2013	Common Stock	17,910
Stock Option	\$ 23.98						<u>(7)</u>	03/05/2016	Common Stock	80,000
Stock Option	\$ 27.55						(8)	03/05/2017	Common Stock	30,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Neese Jay B 1050 17TH STREET, SUITE 500 DENVER, CO 80265			Executive Vice President				
A1 .							

### **Signatures**

Abigail L. Jones, Attorney in Fact 03/08/2011

\*\*Signature of Reporting Person Da

## **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) I received a distribution of formerly restricted shares of stock and made an advance election to satisfy my tax payment obligations by selling shares to QEP.

**(2)** 

Reporting Owners 2

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As of March 7, 2011, I have 29,205.8119 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as QEP's stock price changes; this fluctuation does not reflect any transactions that should be reported.

- Vested shares of 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) separation from service from QEP (subject to 6-month delay if necessary to comply with IRC 409A), (ii) death or (iii) disability, pursuant to the QEP Resources, Inc. Deferred Compensation Wrap Plan.
- (4) This balance reflects additional deferred shares inadvertently left off my March 3, 2011 filing.
- (5) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (6) The option vests in three annual installments beginning on March 5, 2012, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (7) The option vests in three annual installments which began on March 5, 2010, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (8) The option vests in three annual installments which began on March 5, 2011, 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.