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Neese Jay B Form 4										
Form 4 February 09, 2	2012									
FORM							OMB APPROVAL			
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				N OMB Number:	3235-0287				
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	r STATEM Filed purs Section 17(a	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							January 31Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> Neese Jay B			2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	-			(Chec			eck all applicat	k all applicable)	
1050 17TH STREET, SUITE 500			(Month/Day/Year) 02/07/2012			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
(Street)			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				
DENVER, CO	0 80265						Person	whole than one	Reporting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securities A	cquired, Disposed	of, or Benefici	ially Owned	
Security ((Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (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							116,577	D		
Common Stock							29,588.2999 (1)	Ι	Employee Investment Plan	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ O	02/07/2012		А	22.2017	(2)	(2)	Phantom Stock Units	22.201
Phantom Stock Units	\$ O					(3)	(3)	Phantom Stock Units	14,078
Stock Option	\$ 39.07					(4)	02/25/2018	Common Stock	27,611
Stock Option	\$ 9.19					08/11/2003	02/11/2013	Common Stock	17,91(
Stock Option	\$ 23.98					(5)	03/05/2016	Common Stock	80,000
Stock Option	\$ 27.55					(6)	03/05/2017	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Neese Jay B 1050 17TH STREET, SUITE 500 DENVER, CO 80265			Executive Vice President				
Signatures							
Abigail L. Jones, Attorney in Fact	02/09/2012						
**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) As of February 7, 2012, I have 29,588.2999 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.

(2)

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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. This total includes shares attributable to the 401(k) supplemental program of the Deferred Compensation Wrap Plan. Consequently, share totals may change without any visible activity.

- (3) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (4) 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.
- (5) 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.
- (6) 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.