Dady Eric L Form 4 March 07, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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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

See Instruction 30(n) of the Investment Company Act

1(b).

Common

Stock

Stock

03/05/2012

(Print or Type Responses)

1. Name and A Dady Eric I	Symbol	2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (1	Middle) 3. Date	of Earliest 7	Γransaction	(Check an applicable)		
1050 17TH	*	(Month/Day/Year) 03/05/2012			ive title1 below) nd General Co		
	4. If An	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
DENVER,	Filed(M	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

(D)

689 (1) D

Price

32.22

Common 5,951.7703 I

F

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

(Instr. 3 and 4)

D

53,965

(2)

Employee

Investment

Plan

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

De

(In

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)	TransactionNumber Expiration D Code of (Month/Day/		ate	Underlying Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0					(3)	(3)	Phantom Stock Units	4,518.923
Phantom Stock Units	\$ 0					<u>(4)</u>	<u>(4)</u>	Phantom Stock Units	10,852
Stock Option	\$ 39.07					(5)	02/25/2018	Common Stock	7,531
Stock Option	\$ 30.9					<u>(6)</u>	02/13/2019	Common Stock	14,152
Stock Option	\$ 23.98					<u>(7)</u>	03/05/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dady Eric L

1050 17TH STREET, SUITE 500 VP and General Counsel

DENVER, CO 80265

Signatures

Abigail L. Jones, Attorney in Fact 03/07/2012

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

Reporting Owners 2

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- As of March 5, 2012, I have 5,951.7703 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.
- 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.
- (4) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (5) The option vests in three annual installments which began on March 5, 2012, 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 beginning on March 5, 2013, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (7) As of March 5, 2012 this option is fully vested.

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.