

QEP RESOURCES, INC.  
Form 4/A  
November 13, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
**RATTIE KEITH O**

2. Issuer Name and Ticker or Trading Symbol  
**QEP RESOURCES, INC. [QEP]**

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)  
**1050 17TH STREET, SUITE 500**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/04/2012**

(Check all applicable)

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

**DENVER, CO 80265**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**10/09/2012**

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)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/04/2012		M	50,000 (1) A \$ 26.14	458,832	D	
Common Stock	10/04/2012		F	44,579 (2) D \$ 32.08	414,253	D	
Common Stock	10/05/2012		M	5,198 (3) A \$ 9.19	419,451	D	
Common Stock	10/05/2012		S	5,198 (4) D \$ 32.5	414,253	D	
Common Stock					2,542	I	IRA

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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	Am Nu Sha
Stock Option	\$ 26.14	10/04/2012		M	50,000	06/30/2010	10/24/2012	Common Stock	
Stock Option	\$ 9.19	10/05/2012		M	5,198	08/11/2003	02/11/2013	Common Stock	
Phantom Stock Units	\$ 0					(5)	(5)	Phantom Stock Units	5,
Restricted Stock Unit	\$ 0					(6)	(6)	Common Stock	1
Stock Option	\$ 23.98					06/30/2010 <sup>(7)</sup>	03/05/2016 <sup>(7)</sup>	Common Stock	1
Stock Option	\$ 27.84					06/30/2010	02/13/2015	Common Stock	
Stock Option	\$ 36.48					06/30/2010	02/12/2016	Common Stock	
Stock Option	\$ 27.55					06/30/2010	03/05/2017	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATTIE KEITH O 1050 17TH STREET, SUITE 500 DENVER, CO 80265		X		

## Signatures

Abigail L. Jones, Attorney  
in Fact

11/13/2012

\_\_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) These shares were acquired by the exercise of an option that would have expired in October 2012.
- (2) My disposition of these shares was to pay the exercise price and applicable tax liability by delivering or withholding securities.
- (3) These shares were acquired by the exercise of an option that would have expired in February 2013.
- (4) My disposition of these shares was pursuant to a 10b5-1 plan.

- (5) 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) distribution election date which is not earlier than two years from the plan year (ii) separation from service from QEP (subject to 6-month delay if necessary to comply with IRC 409A), (iii) death or (iv) disability, pursuant to the QEP Resources, Inc. Deferred Compensation Wrap Plan.
- (6) These restricted stock units vest in three equal annual installments which began on July 1, 2011, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (7) The restricted stock units vest in three equal annual installments which began on July 1, 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.