Edgar Filing: QEP RESOURCES, INC. - Form 4

QEP RESOL	JRCES, INC.									
Form 4										
March 11, 20)13									
FORM	14							OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o	ger STATEN 6.	IENT OF CH		BENEF	ICIA	L OWN	NERSHIP OF	Expires: Estimated a burden hour	rs per	
Form 5 obligation may cont See Instru 1(b).	Filed pur ns Section 17(a	suant to Sectio a) of the Public 30(h) of the	Utility Ho	lding Con	npany	Act of	1935 or Section	response	0.5	
(Print or Type F	Responses)									
MCKEE ROBERT E III Symbol				d Ticker or CES, INC.		-	5. Relationship of Reporting Person(s) to Issuer			
-			e of Earliest Transaction			(Check all applicable)				
			h/Day/Year)	Tansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)			
			Amendment, D Month/Day/Yea	-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DENVER, O	CO 80265						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)]	able I - Non-	Derivative	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code		sposed	l 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	03/07/2013		M	14,000 (1)	A	\$ 10.07	23,154.588 (2)	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: QEP RESOURCES, INC. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and 2 Underlying 9 (Instr. 3 and	Secu
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units	\$ 0	03/07/2013		А	41.7234		(3)	(3)	Phantom Stock Units	41
Stock Option	\$ 10.07	03/07/2013		М		14,000	04/01/2005	04/01/2013	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MCKEE ROBERT E III 1050 17TH STREET, SUITE 500 DENVER, CO 80265	Х				
Signatures					
Abigail L. Jones, Attorney in Fact	03/1	1/2013			

**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) These shares were acquired by the exercise of an option that would have expired in April 2013.
- (2) Some of these shares are held in my family trust.

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

(3) person's (i) distribution electron date which is not carrier than two years from the plan year (ii) separation from service from QEP (subject subject subject (subject subject subject (subject subject subject (subject subject subject subject subject subject subject subject (subject subject subj

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.