SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5 obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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Plan

	ress of Reporting Perso CHARLES B	on*	2. Issuer Name and Ticker or Trading Symbol <u>QEP RESOURCES, INC.</u> [QEP]		ionship of Reporting Perso all applicable) Director	10% Owner
(Last) 1050 17TH ST	nst) (First) (Middle) 50 17TH STREET, SUITE 500		3. Date of Earliest Transaction (Month/Day/Year) 07/30/2010	X	Officer (give title below) President and	Other (specify below) CEO
(Street) DENVER	СО	80265	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Repor Form filed by More than	ting Person
(City)	(State)	(Zip) Table I - Non-Deriv	ative Securities Acquired, Disposed of, or Benefic	ially O	Person	

2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 7. Nature of Transaction Indirect if any (Month/Day/Year) Beneficially Owned Following (D) or Indirect (I) (Instr. 4) Beneficial Ownership (Month/Day/Year) Code (Instr. 8) Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code Price ν Amount 07/30/2010 D Common Stock 7,500 \$33.4373 221,405 Α Α Employee Common Stock 9,823.6572(1) I Investment

 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)		ansaction of of ode (Instr. Derivative		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	\$0.00							(2)	(2)	Phantom Stock Units	29,927.2421		29,927.2421	D	
Stock Option	\$27.837							(3)	02/13/2015	Common Stock	60,000		60,000	D	
Stock Option	\$8.115							07/31/2002	01/31/2012	Common Stock	172,000		172,000	D	
Stock Option	\$7.777							08/11/2002	02/11/2012	Common Stock	112,000		112,000	D	
Stock Option	\$9.186							08/11/2003	02/11/2013	Common Stock	150,000		150,000	D	
Stock Option	\$26.139							(4)	10/24/2012	Common Stock	200,000		200,000	D	
Stock Option	\$27.549							(5)	03/05/2017	Common Stock	62,000		62,000	D	
Stock Option	\$23.977							(6)	03/05/2016	Common Stock	108,000		108,000	D	

Explanation of Responses:

1. As of July 29, 2010, I have 9,823.6572 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as Questar's stock price changes; this fluctuation does not reflect any transactions that should be reported.

2. 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.

3. The option vests in three annual installments which began on February 13, 2009.

4. The option vested on February 1, 2010.

5. The option vests in three annual installments beginning on March 5, 2011, 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, 2010.

Remarks:

Abigail L. Jones, Attorney-in-

Fact

07/30/2010

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.