

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Murr Austin S.</u>  (Last) (First) (Middle)  1050 17TH STREET SUITE 800  (Street) DENVER CO 80265  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QEP RESOURCES, INC. [ QEP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Senior VP
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/30/2016		F		12,247 <sup>(1)</sup>	D	\$19.53	88,609	D	
Common Stock								4,053.4 <sup>(2)</sup>	I	Employee Investment Plan

**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 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					
Phantom Stock Units	\$0.00							(3)	(3)	Phantom Stock Units		2,667.1253	D	
Phantom Stock Units	\$0.00	09/30/2016		M			18,489 <sup>(4)</sup>	(5)	(5)	Phantom Stock Units	\$0.00	16,703	D	
Stock Option	\$31.74							09/30/2016 <sup>(6)</sup>	02/13/2021	Common Stock		9,991	D	
Stock Option	\$21.69							09/30/2016 <sup>(6)</sup>	02/12/2022	Common Stock		19,686	D	
Stock Option	\$10.12							09/30/2016 <sup>(6)</sup>	02/16/2023	Common Stock		17,764	D	

**Explanation of Responses:**

- I received a distribution of formerly restricted shares of stock pursuant to an amended award agreement executed on September 30, 2016 in conjunction with my retirement from the company and made an advance election to satisfy my tax payment obligations.
- Between March 7, 2016 and May 20, 2016, I acquired 201.9 shares of common stock under the Company's 401(k) plan.
- 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. 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.
- Pursuant to QEP's Cash Incentive Plan, I forfeited these shares upon my retirement.
- These phantom units are associated with QEP's Cash Incentive Plan.
- These options vested on September 30, 2016 pursuant to an amended award agreement executed on September 30, 2016 in conjunction with my retirement.

**Remarks:**

/s/Dane E. Allen, Attorney in Fact 10/04/2016

\*\* Signature of Reporting Person Date

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.

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