UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

					or Se	ection 30(h)	of the	Investmen	t Cor	npany Act	t of 1940								
	nd Address of	Reporting Person [*]			2. Issuer Name and Ticker or Trading Symbol <u>QEP RESOURCES, INC.</u> [QEP]							(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
5000											X	Director			10% Ov	ner			
(1 1)	/										-	Officer (g below)	ive title	Other (sp below)		pecify			
(Last) (First) (Middle) 1050 17TH STREET, SUITE 500						3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014								below)			below)		
1050 17																			
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indi	6. Individual or Joint/Group Filing (Check Applicable Line)					
DENVER CO 80265													X Form filed by One Reporting Person						
				—										Form filed by More than One Reporting Person					
(City)	(\$	State)	(Zip)																
			Table I - Non	-Deriva	ative	Securitie	s Ac	quired,	Dis	posed	of, or B	ene	ficially C	Dwned					
1. Title of Security (Instr. 3) 2. Transa Date																	7. Nature of Indirect		
					ay/Year			Code (Instr.				s, 4 and 5)	Beneficially Owned Following		(D) or Indirect E (I) (Instr. 4)		Beneficial Ownership		
								Code	v	Amount (A) or (D)		Price	 Reported Transaction(s) (Instr. 3 and 4) 				(Instr. 4)		
Common Stock														7,70	00(1)		D		
			Table II - I	Derivat	ive S	ecurities	Acq	uired, D	ispo	osed of	, or Be	nefi	ially Ov	vned					
			(e.g., pı	uts, c	alls, warr	ants	, option	is, c	onverti	ible se	curit	ies)						
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)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title a Securiti Derivati (Instr. 3	es Uno ve Sec	urity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securiti Benefic Owned Followin Reporte Transac	ve es ially ng	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	Nu	ount or nber of ares		(Instr. 4)				
Phantom Stock Units	\$0.00	12/31/2014		Α		1,298.2196		(2)		(2)	Phantom Stock Units 1,298		298.2196	\$20.22	75,638.6622		D		

Explanation of Responses:

1. Some of these shares are held in a joint account with my spouse.

2. 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.

Remarks:

/s/ Abigail L. Jones, Attorney in

Fact

<u>01/05/2015</u>

** 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.

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.