FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287					
Estimated average burg	len					
hours per response:	0.5					

	tions may conti tion 1(b).	nue. See		F							ties Exchan mpany Act	ige Act of 19 of 1940	934			hour	rs per res	ponse:	0.5	5
1. Name and Address of Reporting Person [*] Neese Jay B						2. Issuer Name and Ticker or Trading Symbol <u>QEP RESOURCES, INC.</u> [QEP]									lationship of ck all applica Director	able)	Owner			
(Last) (First) (Middle) 1050 17TH STREET, SUITE 500					3. Date of Earliest Transaction (Month/Day/Year) 10/05/2012									X Officer (give title Other (specify below) below) Executive Vice President						
(Street) DENVER CO 80265					4.	Line) X Form filed b							ed by Or	nt/Group Filing (Check Applicable d by One Reporting Person d by More than One Reporting						
(City)	(S	State)	(Zip)	n-Der	ivativ		ecuritie	s Ar	auired	Dis	nosed o	of or Ber	nefici	allv	Owned					
					sactior /Day/Ye	n ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4		I (A) or	or 5. Amoun		,	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	;
						$ \rightarrow$			Code	v	Amount	(A) or (D)	Price		Transactior (Instr. 3 and					_
Common	Stock											_	<u> </u>		124,4	71	I	<u> </u>		
Common Stock															30,620.53 ⁽¹⁾		II		Employee Investmer Plan	
			Table II -												Owned		I			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	d Date,		s, cal		er of re s i (A) sed str.		ns, o xercis n Date	converti	or Bene ble secu 7. Title and of Securiti Underlying Derivative (Instr. 3 an	rities I Amou es Securit	nt	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte	ve ies ially ng ed	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Benefic) Owners ct (Instr. 4	ect cial ship
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Explanation of Responses:

1. As of October 5, 2012, I have 30,620.53 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as QEP's stock price changes; this fluctuation does not reflect any transactions that should be reported.

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. 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. 3. These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.

4. The option vests in three annual installments which began on March 5, 2012, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

5. The option vests in three annual installments beginning on March 5, 2013, 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, 2011, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement. **Remarks:**

Abigail L. Jones, Attorney in Fact

** Signature of Reporting Person Date

10/09/2012

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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