

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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) 02/22/2016	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								103,720	D	
Common Stock								1,000	I	IRA
Common Stock								3,203.636	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	Title	Amount or Number of Shares				
Phantom Stock Units	\$0.00	02/22/2016		A		487 <sup>(1)</sup>		(2)	(2)	Phantom Stock Units	487	\$0.00	41,766	D	
Phantom Stock Units	\$0.00	02/22/2016		M		6,574 <sup>(3)</sup>		(2)	(2)	Phantom Stock Units	6,574	\$0.00	35,192	D	
Phantom Stock Units	\$0.00							(4)	(4)	Phantom Stock Units	2,667.1253		2,667.1253	D	
Stock Option	\$23.98							03/05/2012	03/05/2016	Common Stock	25,000		25,000	D	
Stock Option	\$27.55							03/05/2013	03/05/2017	Common Stock	12,000		12,000	D	
Stock Option	\$39.07							03/05/2014	02/25/2018	Common Stock	7,531		7,531	D	
Stock Option	\$30.9							03/05/2015	02/13/2019	Common Stock	11,430		11,430	D	
Stock Option	\$30.12							(5)	02/13/2020	Common Stock	11,967		11,967	D	
Stock Option	\$31.74							(6)	02/13/2021	Common Stock	9,991		9,991	D	
Stock Option	\$21.69							(7)	02/12/2022	Common Stock	19,686		19,686	D	
Stock Option	\$10.12							(8)	02/16/2023	Common Stock	17,764		17,764	D	

**Explanation of Responses:**

- Represents the above-target earned portion of the phantom stock units (PSUs). In 2013, QEP granted 6,087 PSUs, which amount was equal to the cash amount to be received if target performance was achieved. Payout was made at 108 percent.
- These PSUs are associated with QEP's Long Term Cash Incentive Plan for the performance period ended December 31, 2015.
- In accordance with QEP's Cash Incentive Plan, the total represents PSUs on which payout was made in cash at 108 percent of target, including target PSUs granted in 2013 and above-target PSUs earned based on performance.
- 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.
- The option vests in three annual installments beginning on March 5, 2014, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- The option vests in three annual installments beginning on March 5, 2015, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- The option vests in three annual installments beginning on March 5, 2016, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

8. The option vests in three annual installments beginning on March 5, 2017, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

**Remarks:**

/s/ Dane E. Allen, Attorney in  
Fact

02/24/2016

\*\* 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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