

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>STANLEY CHARLES B</u> (Last) (First) (Middle) <u>1050 17TH STREET</u> <u>SUITE 800</u> (Street) <u>DENVER CO 80265</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2017</u>	
	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									740,775 ⁽¹⁾	D	
Common Stock									38,081.448	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	02/07/2017		A		21,778 ⁽²⁾		(3)	(3)	Phantom Stock Units	21,778	\$0.00	384,230	D	
Phantom Stock Units	\$0.00	02/07/2017		M		82,270 ⁽⁴⁾		(3)	(3)	Phantom Stock Units	82,270	\$0.00	301,960	D	
Phantom Stock Units	\$0.00							(5)	(5)	Phantom Stock Units	53,605.1882		53,605.1882	D	
Stock Option	\$27.55							03/05/2013	03/05/2017	Common Stock	62,000		62,000	D	
Stock Option	\$39.07							03/05/2014	02/25/2018	Common Stock	63,588		63,588	D	
Stock Option	\$30.9							03/05/2015	02/13/2019	Common Stock	90,350		90,350	D	
Stock Option	\$30.12							03/05/2016	02/13/2020	Common Stock	100,088		100,088	D	
Stock Option	\$31.74							(6)	02/13/2021	Common Stock	87,194		87,194	D	
Stock Option	\$21.69							(7)	02/12/2022	Common Stock	125,985		125,985	D	
Stock Option	\$10.12							(8)	02/16/2023	Common Stock	142,106		142,106	D	

Explanation of Responses:

- Some of these shares are held in a trust for which I and my spouse are trustees.
- Represents the above-target earned portion of the phantom stock unit. In 2014, QEP granted 60,492 phantom stock units, which amount was equal to the cash amount to be received if target performance was achieved. Payout was made at 136 percent of target.
- These phantom units are associated with QEP's Cash Incentive Plan.
- In accordance with QEP's Cash Incentive Plan, the total represents PSUs on which payout was made in cash at 136 percent of target, including target PSUs granted in 2014 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, 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.
- 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 02/08/2017

** 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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