FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Add <u>Dill Julie</u>	ress of Reporting	F (I	Date of Event Requiring Stater Month/Day/Yea 05/24/2013	nent	3. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]								
(Last) 1050 17TH ST	(First)	(Middle)				tionship of Reporting Perso all applicable) Director	n(s) to Issue		5. If Amendment, Date of Original Filed (Month/Day/Year)				
SUITE 500						Officer (give title below)	Other (spe below)		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) DENVER	СО	80265							X		More than One		
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)						ally Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock						275	D						
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
''' '' '''			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (y (Instr. 4) Conv		cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivativ Security	ve	or Indirect (I) (Instr. 5)			
Phantom Stock Units			(1)	(1)	P	hantom Stock Units	4,070	0.00)	D			

Explanation of Responses:

1. 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:

Abigail L. Jones, Attorney in

06/05/2013

Fact

** 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 5 (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.

POWER OF ATTORNEY REPORTS, SECURITIES TRANSACTIONS

I, Julie A. Dill, 1050 17th Street, Suite 500, Denver, Colorado, as a Director of QEP Resources, Inc. (the "Company"), do hereby appoint Abigail L. Jones, Richard J. Doleshek and Christopher K. Woosley, or each of them acting alone, my true and lawful attorney-in-fact to sign any Form 3, Form 4, Form 5, or Form 144 Reports that I am required to file with the Securities and Exchange Commission reporting transactions involving shares of the Company's common stock and derivative securities whose value is dependent on such shares, including option grants and phantom stock units allocated to my accounts under the terms of deferred compensation plans adopted by the Company and its subsidiaries.

I acknowledge that Ms. Jones, Mr. Doleshek and Mr. Woosley are not assuming any responsibility that I have to comply with federal securities laws, including compliance with Section 16 of the Security and Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect with respect to my holdings of any transactions of securities issued by the Company as long as I am required to make reports of my transactions, unless I revoke it with a signed writing prior to such date.