

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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).

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>QEP RESOURCES, INC.</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 Midstream Partners, LP [QEPM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Refer to footnote (1)
	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Units (Limited Partnership Interests)	12/02/2014		J ⁽¹⁾		3,701,750	D	(2)	0	I ⁽¹⁾	By Field Services

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				
Subordinated Units (Limited Partner Interests)	(3)	12/02/2014		J ⁽¹⁾			26,705,000	(3)	(3)	Common Units (Limited Partner Interests)	26,705,000	(2)	0	I ⁽¹⁾	By Field Services

Explanation of Responses:

- This Form 4 is filed jointly by QEP Resources, Inc. ("QEP Resources") and QEP Field Services Company ("Field Services"). Field Services is a wholly owned subsidiary of QEP Resources.
- On December 2, 2014, QEP Resources, through Field Services, sold QEP Resources' midstream business to Tesoro Logistics LP, including (i) the common and subordinated units in the Issuer held directly by Field Services, which represented a 55.8% limited partner interest in the Issuer and (ii) QEP Resources' 100% interest in the Issuer's general partner, which owns a 2.0% general partner interest in the Issuer and 100% of the Issuer's incentive distribution rights. The aggregate consideration for the transaction was \$2.5 billion, subject to customary purchase price adjustments.
- Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-188487).

Remarks:

/s/ Abigail L. Jones, Attorney in Fact 12/04/2014

** 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.