

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>Fiala Margo D</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) VP-Human Resources
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2018	
	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								57,830	D	
Common Stock								1,154.559	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					
Phantom Stock Units	\$0.00	02/07/2018		M		5,475		(1)	(1)	Common Stock (1)	(1)	28,088 ⁽²⁾	D	
Phantom Stock Units	\$0.00							(3)	(3)	Phantom Stock Units 3,565.563		3,565.563	D	
Stock Option	\$39.07							03/05/2014	02/25/2018	Common Stock 6,276		6,276	D	
Stock Option	\$30.9							03/05/2015	02/13/2019	Common Stock 8,709		8,709	D	
Stock Option	\$30.12							03/05/2016	02/13/2020	Common Stock 9,792		9,792	D	
Stock Option	\$31.74							03/05/2017	02/13/2021	Common Stock 8,629		8,629	D	
Stock Option	\$21.69							(4)	02/12/2022	Common Stock 15,584		15,584	D	
Stock Option	\$10.12							(5)	02/16/2023	Common Stock 14,063		14,063	D	
Stock Option	\$16.98							(6)	02/13/2024	Common Stock 13,232		13,232	D	

Explanation of Responses:

- In February 2015, QEP's Compensation Committee granted 5,475 PSUs under the QEP's Cash Incentive Plan, which amount represented the number of common shares on which payout would be made in cash if target performance was achieved during the three-year performance period ended 12/31/17. Payout was earned at 85% of target, and a cash payout was made on 4,654 common shares.
- In February 2016 and 2017, QEP's Compensation Committee granted 16,898 PSUs and 11,190 PSUs, respectively, under the QEP's Cash Incentive Plan, which represents the number of common shares on which payout will be made in cash (or, at the election of the Compensation Committee, shares) if target relative TSR performance is achieved during the three-year performance period ending 12/31/18 and 12/31/19, respectively.
- 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, 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.
- The option vests in three annual installments beginning on March 5, 2018, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

Remarks:

/s/Dane E. Allen, Attorney in 02/09/2018

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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