

**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*<br><b>STANLEY CHARLES B</b><br><br>(Last) (First) (Middle)<br><b>1050 17TH STREET, SUITE 500</b><br><br>(Street)<br><b>DENVER CO 80265</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>QEP RESOURCES, INC. [ QEP ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/07/2010</b>             |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 Stock                    |                                      |  |                                |   |   |            | 213,905                   | D   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 9,827.9871 <sup>(1)</sup> | 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                        | \$15.98  | 07/07/2010                           |  | A                              |   | 197.5626   |     | (2)  | (2)             | Phantom Stock Units   | 197.5626                   | \$15.98                                    | 29,927.2421  | D   |  |
| Stock Option                               | \$27.837   |                                      |  |                                |   |  |     | (3)  | 02/13/2015      | Common Stock  | 60,000                     |  | 60,000   | D   |  |
| Stock Option                               | \$8.115  |                                      |  |                                |   |  |     | 07/31/2002   | 01/31/2012      | Common Stock  | 172,000                    |  | 172,000  | D   |  |
| Stock Option                               | \$7.777  |                                      |  |                                |   |  |     | 08/11/2002   | 02/11/2012      | Common Stock  | 112,000                    |  | 112,000  | D   |  |
| Stock Option                               | \$9.186  |                                      |  |                                |   |  |     | 08/11/2003   | 02/11/2013      | Common Stock  | 150,000                    |  | 150,000  | D   |  |
| Stock Option                               | \$26.139   |                                      |  |                                |   |  |     | (4)  | 10/24/2012      | Common Stock  | 200,000                    |  | 200,000  | D   |  |
| Stock Option                               | \$27.549   |                                      |  |                                |   |  |     | (5)  | 03/05/2017      | Common Stock  | 62,000                     |  | 62,000   | D   |  |
| Stock Option                               | \$23.977   |                                      |  |                                |   |  |     | (6)  | 03/05/2016      | Common Stock  | 108,000                    |  | 108,000  | D   |  |

**Explanation of Responses:**

- As of July 7, 2010, I have 9,827.9871 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as Questar's stock price changes; this fluctuation does not reflect any transactions that should be reported.
- Vested shares of 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) separation from service from QEP (subject to 6-month delay if necessary to comply with IRC 409A), (ii) death or (iii) disability, pursuant to the QEP Resources, Inc. Deferred Compensation Wrap Plan.
- The option vests in three annual installments which began on February 13, 2009.
- The option vested on February 1, 2010.
- The option vests in three annual installments beginning on March 5, 2011, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- The option vests in three annual installments which began on March 5, 2010.

**Remarks:**

Abigail L. Jones, Attorney-in-Fact 07/08/2010

\*\* 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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