

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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><u>QEP RESOURCES, INC.</u><br><br>(Last) (First) (Middle)<br>1050 17TH STREET, SUITE 500<br><br>(Street)<br>DENVER CO 80265<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>QEP Midstream Partners, LP [ QEPM ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>Refer to footnote (1) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/14/2013                            |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" 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) | 08/14/2013                           |  | A                              |   | 6,701,750 <sup>(1)(2)</sup>                                       | A          | (2)   | 6,701,750 <sup>(1)(2)</sup>   | I <sup>(1)</sup>   | 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)  | 08/14/2013                           |  | A                              |   | 26,705,000 <sup>(1)(2)</sup>   |     | (3)  | (3)             | Common Units (Limited Partner Interests)  | 26,705,000 <sup>(1)(2)</sup> | \$0.00 <sup>(3)</sup>                      | 26,705,000 <sup>(1)(2)</sup>   | I   | By Field Services                                      |

1. Name and Address of Reporting Person\*  
QEP RESOURCES, INC.  
 (Last) (First) (Middle)  
 1050 17TH STREET, SUITE 500  
 (Street)  
 DENVER CO 80265  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
QEP Midstream Partners, LP  
 (Last) (First) (Middle)  
 1050 17TH STREET, SUITE 500  
 (Street)  
 DENVER CO 80265  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
QEP Field Services Co  
 (Last) (First) (Middle)  
 1050 17TH STREET, SUITE 500  
 (Street)  
 DENVER CO 80265  
 (City) (State) (Zip)

**Explanation of Responses:**

- This Form 4 is filed jointly by QEP Resources, Inc. ("QEP Resources"), QEP Field Services Company ("Field Services") and QEP Midstream Partners GP, L.L.C. the general partner of the Issuer (the "General Partner") in connection with the closing (the "Closing") of the initial public offering (the "IPO") and the related Closing transactions as reported in the Issuer's Registration Statement on Form S-1 (Registration No. 333 188487) (the "Registration Statement"). Field Services and the General Partner are wholly owned indirect subsidiaries of QEP Resources. QEP Resources may be deemed to indirectly own the securities of the Issuer held by Field Services and the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
- Pursuant to a Contribution, Conveyance and Assumption Agreement by and among the Issuer, Field Services, the General Partner and the other parties thereto, effective as of the Closing, Field Services contributed certain assets to

the Issuer in exchange for (i) 6,701,750 common units of the Issuer and (ii) 26,705,000 subordinated units of the Issuer, representing approximately 25.1% of the outstanding common units of the Issuer and 100% of the outstanding subordinated units of the Issuer, for an aggregate 61.3% limited partner interest in the Issuer.

3. Each subordinated unit will convert into one common unit at the end of the Subordination Period.

**Remarks:**

[/s/ Abigail L. Jones](#)

[08/15/2013](#)

[/s/ Abigail L. Jones](#)

[08/15/2013](#)

[/s/ Abigail L. Jones](#)

[08/15/2013](#)

\*\* 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.**