

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Torgerson Jim E</u> (Last) (First) (Middle) 1050 17TH STREET, SUITE 500 (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 Officer (give title below) Other (specify below) <u>Executive VP Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/05/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 09/09/2013	

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	09/05/2013		F		3,091 ⁽¹⁾	D	\$28.27	94,594 ⁽²⁾	D	
Common Stock								11,523.438	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
Phantom Stock Units	\$0.00	09/06/2013		A		4.302		(3)	(3)	Phantom Stock Units	4.302	\$28.27	6,080.4538	D	
Phantom Stock Units	\$0.00							(4)	(4)	Phantom Stock Units	33,731		33,731	D	
Stock Option	\$19.37							10/28/2011	10/28/2015	Common Stock	75,000		75,000	D	
Stock Option	\$23.98							03/05/2012	03/05/2016	Common Stock	10,000		10,000	D	
Stock Option	\$27.55							03/05/2013	03/05/2017	Common Stock	16,000		16,000	D	
Stock Option	\$39.07							(5)	02/25/2018	Common Stock	12,551		12,551	D	
Stock Option	\$30.9							(6)	02/13/2019	Common Stock	26,126		26,126	D	
Stock Option	\$30.12							(7)	02/13/2020	Common Stock	28,286		28,286	D	

Explanation of Responses:

- I received a distribution of formerly restricted shares of stock and made an advance election to satisfy my tax payment obligations by withholding shares.
- This number has been revised to correct my total share ownership. The new number does not indicate any recent transaction in QEP shares.
- 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.
- These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- The option vests in three annual installments which began on March 5, 2012, 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, 2013, 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, 2014, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

Remarks:

/s/ Abigail L. Jones, Attorney 03/06/2014

[in 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 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.