

**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>Richards Perry H</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP, QEP Field Services</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2014</u>			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			
<u>1050 17TH STREET, SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>DENVER</u>	<u>CO</u>	<u>80265</u>						
(City)	(State)	(Zip)							

**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	02/13/2014		A		4,726	A	\$31.74	45,915	D	
Common Stock								6,986.264	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	\$0.00	02/13/2014		C			4,778	(1)	(1)	Phantom Stock Units	4,778	\$31.36	13,114 <sup>(2)</sup>	D	
Phantom Stock Units	\$0.00	02/13/2014		A		6,302		(1)	(1)	Phantom Stock Units	6,302	\$31.74	19,416	D	
Stock Option	\$31.74	02/13/2014		A		9,083		(3)	02/13/2021	Common Stock	9,083	\$31.74	9,083	D	
Phantom Stock Units	\$0.00							(4)	(4)	Phantom Stock Units	5,524.2733		5,524.2733	D	
Stock Option	\$39.07							(5)	02/25/2018	Common Stock	9,371		9,371	D	
Stock Option	\$30.9							(6)	02/13/2019	Common Stock	13,063		13,063	D	
Stock Option	\$30.12							(7)	02/13/2020	Common Stock	13,055		13,055	D	
Stock Option	\$23.98								03/05/2012	03/05/2016	Common Stock	25,000	25,000	D	
Stock Option	\$27.55								03/05/2013	03/05/2017	Common Stock	15,000	15,000	D	

**Explanation of Responses:**

- These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- In accordance with the Long Term Cash Incentive Plan, the total reflects the conversion of 2,485 phantom stock units to cash and the forfeiture of 2,293 phantom stock units.
- The option vests in three annual installments beginning on March 5, 2015, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- 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 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 in Fact 02/18/2014

\*\* 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.

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