SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 3235-0287 OMB Number: Estimated average burden hours per response 0.5

	dress of Reporting F		2. Issuer Name and Ticker or Trading Symbol <u>QEP RESOURCES, INC.</u> [QEP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>SCOGGIN</u>	<u>S WIILES W</u>	•		X	Director	10% Owner			
(Last) 1050 17TH S	(First) (Middle) TH STREET, SUITE 500		3. Date of Earliest Transaction (Month/Day/Year) 03/06/2015		Officer (give title below)	Other (specify below)			
·			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) DENVER	CO	80265		X	Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)			Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed 5. Amount of Securities 6. Ownership 7. Nature of 3. Transaction Code (Instr. 8) Form: Direct (D) or Indirect Indirect Beneficial Execution Date (Month/Day/Year) if any Beneficially (Month/Dav/Year) **Owned Following** (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code v Price Amount (Instr. 3 and 4) Common Stock 7,700 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	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		(Instr. 4)		
Phantom Stock Units	\$0.00	03/06/2015		A		80.2076		(1)	(1)	Phantom Stock Units	80.2076	\$21.16	84,939.8698	D	

Explanation of Responses:

1. 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.

Remarks:

<u>/s/ Abigail L. Jones, Attorney in</u> 03/09/2015 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.