SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Doleshek Richard J

(Last)   (First)   (Middle)

1050 17TH STREET

SUITE 800

(Street)

DENVER   **CO**   **80265**

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
QEP RESOURCES, INC. [**QEP**]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X Officer (give title below)   Other (specify below)
EVP, CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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								291,946	D	
Common Stock								2,230.867	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	02/22/2016		A		1,993[1]		[2]	[2]	Phantom Stock Units	1,993	$0.00	205,100	D	
Phantom Stock Units	$0.00	02/22/2016		M			26,894[3]	[2]	[2]	Phantom Stock Units	26,894	$0.00	178,206	D	
Phantom Stock Units	$0.00							[4]	[4]	Phantom Stock Units	7,147.0385		7,147.0385	D	
Stock Option	$39.07							03/05/2014	02/25/2018	Common Stock	30,958		30,958	D	
Stock Option	$30.9							03/05/2015	02/13/2019	Common Stock	43,542		43,542	D	
Stock Option	$30.12							[5]	02/13/2020	Common Stock	48,956		48,956	D	
Stock Option	$31.74							[6]	02/13/2021	Common Stock	42,871		42,871	D	
Stock Option	$21.69							[7]	02/12/2022	Common Stock	61,943		61,943	D	
Stock Option	$10.12							[8]	02/16/2023	Common Stock	69,869		69,869	D	
Stock Option	$22.95							05/07/2012	05/07/2016	Common Stock	100,000		100,000	D	
Stock Option	$27.55							03/05/2013	03/05/2017	Common Stock	30,000		30,000	D	

Explanation of Responses:

1. Represents the above-target earned portion of the phantom stock units (PSUs). In 2013, QEP granted 24,901 PSUs, which amount was equal to the cash amount to be received if target performance was achieved. Payout was made at 108 percent.

2. These units are associated with QEP's Cash Incentive Plan for the performance period ended December 31, 2015.

3. In accordance with QEP's Cash Incentive Plan, the total represents PSUs on which payout was made at 108 percent of target, including PSUs granted in 2013 and above-target PSUs earned based on performance.

4. 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.

5. 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.

6. 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.

7. The option vests in three annual installments beginning on March 5, 2016, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

8. The option vests in three annual installments beginning on March 5, 2017, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

Remarks:

/s/ Dane E. Allen, Attorney in Fact   02/24/2016