Doleshek Richard J Form 4 July 06, 2010

## FORM 4

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

value

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Doleshek Richard J Issuer Symbol QEP RESOURCES, INC. [QEP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title C/O QEP RESOUCES, INC., 1050 07/01/2010 below) 17TH STREET, SUITE 500 EVP, CFO & TR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80265 Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti r(A) or Dis (D) (Instr. 3, 4	posed	of	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)
Common Stock, \$0.01 par value (1)	07/01/2010		A	60,985 (2)	A		127,695 (3)	D	
Common Stock, \$0.01 par							357.7456 <u>(4)</u>	I	Employee Investment Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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## 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 onDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.947	07/01/2010		J	100,000	<u>(6)</u>	05/07/2016	Common Stock	100,000
Stock Option	\$ 27.549	07/01/2010		J	30,000	<u>(7)</u>	03/05/2017	Common Stock	30,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Doleshek Richard J C/O QEP RESOUCES, INC. 1050 17TH STREET, SUITE 500 DENVER, CO 80265

EVP, CFO & TR

## **Signatures**

/s/ Abigail L. Jones, Attorney-in-Fact 07/06/2010

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- On June 30, 2010 (the "Distribution Date"), Questar Corporation ("Questar") consummated the spin-off of its wholly owned subsidiary, QEP Resources, Inc. ("QEP"), by distributing all of the shares of QEP that it owned to Questar shareholders of record as of the close of business on June 18, 2010 (the "Record Date"). The distribution was made to the Questar shareholders on a pro rata basis by means of a
- (1) share dividend pursuant to which each shareholder received 1 share of QEP common stock for every 1 share of Questar common stock held by such shareholder. Each holder as of the Record Date of Questar restricted stock that remained outstanding immediately prior to the Distribution Date also participated in the dividend, and received 1 share of QEP restricted stock for every 1 share of Questar restricted stock held by such holder.
- (2) Includes 20,471 shares of restricted stock granted upon consummation of the spin-off, and 40,514 shares of restricted stock granted as a result of the conversion of certain cash awards granted to the reporting person under the Questar Long-Term Cash Incentive Plan to

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shares of QEP restricted stock in accordance with that certain Employee Matters Agreement dated June 14, 2010 between Questar and QEP (the "Employee Matters Agreement").

- (3) Includes 11,710 shares of common stock and 55,000 shares of restricted stock acquired as a result of the share dividend described in footnote (1) above.
- (4) Acquired as a result of the share dividend described in footnote (1) above.
- These options were originally granted to the reporting person by Questar. In connection with the spin-off, these options were split into options to acquire Questar common stock and QEP common stock in accordance with the Employee Matters Agreement.
- (6) The option vests on May 7, 2012, 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, 2011, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.