Neese Jay B Form 4 January 11, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations 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).

Common

Common

Stock

Stock

(Print or Type Responses)

` 51	1 /						
1. Name and A Neese Jay I	Symbol	2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (M	Middle) 3. Date of	f Earliest T	ransaction	(,
1050 17TH	STREET, SUITE	`	Oay/Year) 011		below)	give title 0 below) cutive Vice Pres	
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
DENVER,	CO 80265	Filed(Moi	nth/Day/Yea	r)		by One Reporting y More than One	
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities A	cquired, Disposed	l of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 (D) Price

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

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SEC 1474

(9-02)

105,784

(1)

28,275.4342

D

Ι

Employee

Investment

Plan

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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 orDerivative 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 Number Shares
Phantom Stock Units	\$ 36.92	01/07/2011		A	79.1547	(2)	(2)	Phantom Stock Units	79.154
Stock Option	\$ 9.19					08/11/2003	02/11/2013	Common Stock	17,910
Stock Option	\$ 23.98					<u>(3)</u>	03/05/2016	Common Stock	80,000
Stock Option	\$ 27.55					<u>(4)</u>	03/05/2017	Common Stock	30,000

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
		Executive Vice President			
	Director		Director 10% Owner Officer Executive Vice		

Signatures

Abigail L. Jones, Attorney o1/11/2011

**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).
- (1) As of January 10, 2011, I have 28,275.4342 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as QEP's stock price changes; this fluctuation does not reflect any transactions that should be reported.
- Vested shares of 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) separation from service from QEP (subject to 6-month delay if necessary to comply with IRC 409A), (ii) death or (iii) disability, pursuant to the QEP Resources, Inc. Deferred Compensation Wrap Plan.
- (3) The option vests in three annual installments which began on March 5, 2010.
- (4) 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.

Reporting Owners 2

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