

QEP RESOURCES, INC.
Form 4
September 19, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RATTIE KEITH O

(Last) (First) (Middle)
1050 17TH STREET, SUITE 500

(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)
09/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	09/17/2012		M		25,000 (1) A \$ 9.19	427,715	D
Common Stock	09/17/2012		S		25,000 (2) D \$ 33.0705	402,715	D
Common Stock	09/17/2012		M		50,000 (3) A \$ 26.14	452,715	D
Common Stock	09/17/2012		F		43,883 (4) D \$ 32.91	408,832	D
Common Stock	09/18/2012		M		25,000 (1) A \$ 9.19	433,832	D
	09/18/2012		S			408,832	D

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Common Stock			25,000 (2)		\$				32.6603
Common Stock	09/19/2012		M	25,000 (1)	A	\$ 9.19	433,832		D
Common Stock	09/19/2012		S	25,000 (2)	D	\$ 32.3078	408,832		D
Common Stock							2,542	I	IRA

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 9.19	09/17/2012		M	25,000	08/11/2003	02/11/2013	Common Stock	25,000
Stock Option	\$ 9.19	09/18/2012		M	25,000	08/11/2003	02/11/2013	Common Stock	25,000
Stock Option	\$ 9.19	09/19/2012		M	25,000	08/11/2003	02/11/2013	Common Stock	25,000
Stock Option	\$ 26.14	09/17/2012		M	50,000	06/30/2010	10/24/2012	Common Stock	50,000
Phantom Stock Units	\$ 0					(5)	(5)	Phantom Stock Units	5,675.6
Restricted Stock Unit	\$ 0					(6)	(6)	Common Stock	185.9
Stock Option	\$ 23.98					06/30/2010	03/05/2016	Common Stock	147,1
Stock Option	\$ 27.84					06/30/2010	02/13/2015	Common Stock	80,0

Stock Option	\$ 36.48	06/30/2010	02/12/2016	Common Stock	30,000
Stock Option	\$ 27.55	06/30/2010	03/05/2017	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATTIE KEITH O 1050 17TH STREET, SUITE 500 DENVER, CO 80265	X			

Signatures

Abigail L. Jones, Attorney in Fact	09/19/2012
<u> </u> 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) These shares were acquired by the exercise of an option that would have expired in February 2013.
- (2) My disposition of these shares was pursuant to a 10b5-1 plan. The shares were acquired by the exercise of an option that that would have expired in February 2013.
- (3) These shares were acquired by the exercise of an option that would have expired in October 2012.
- (4) My disposition of these shares was to pay the exercise price and applicable tax liability by delivering or withholding securities. 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.
- (5) 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.
- (6) The restricted stock units vest in three equal annual installments which began on July 1, 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.