#### FLURY L RICHARD

Form 4

January 23, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person ** FLURY L RICHARD			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			QEP RESOURCES, INC. [QEP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
1050 17TH STREET, SUITE 500			01/17/2013	Officer (give title below) Other (specify below)		
	(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		
DENVER, CO 80265				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)		· ID· I · D · C· II · O		

(City)	(State)	(Zip) Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	onth/Day/Year) Execution Date, if			sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	01/17/2013		M	14,000	Α	\$ 9 19	27,787.5	D	
Stock	01/11/2015		171	<u>(1)</u>	11	Ψ 2.12	21,101.5	D	
Common Stock	01/17/2013		F	4,276 (2)	D	\$ 30.09	23,511.5	D	

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)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: FLURY L RICHARD - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	orDeriv Secur Acqu	5. Number of Derivative Expiration Date Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) Or Disposed of		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security				(D)	: 3, 4,				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 9.19	01/17/2013		M		14,000	08/11/2003	02/11/2013	Common Stock	14,00
Phantom Stock Units	\$ 0						(3)	(3)	Phantom Stock Units	32,637.4

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLURY L RICHARD 1050 17TH STREET, SUITE 500 DENVER, CO 80265	X						
Cianaturas							

## **Signatures**

\*\*Signature of Reporting Person

Abigail L. Jones, Attorney 01/23/2013 in Fact

# **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 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.

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.

Reporting Owners 2