

CONTI PHILIP P  
Form 4  
January 03, 2013

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
CONTI PHILIP P

2. Issuer Name and Ticker or Trading Symbol  
EQT Corp [EQT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
625 LIBERTY AVENUE, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2012

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

Sr. Vice President and CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15222

(City) (State) (Zip)

**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                    | 12/31/2012                           |  | M                              | 31,514 A \$ 101,807   |   | D  |   |
| Common Stock <sup>(2)</sup>     | 12/31/2012                           |  | D                              | 5,829 D \$ 58.98  | 95,978  | D  |   |
| Common Stock                    | 12/31/2012                           |  | A                              | 11,428 A \$ 107,406   |   | D  |   |
| Common Stock <sup>(4)</sup>     | 12/31/2012                           |  | F                              | 17,435 D \$ 58.98   | 89,971  | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,157   | I  | Savings Plan  |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 12/31/2012                           |  | M                              | 21,701  | 12/31/2012 12/31/2012                                    | Common Stock  |
| Restricted Stock Units <sup>(6)</sup>      | \$ 0   | 12/31/2012                           |  | M                              | 9,813   | 12/31/2012 12/31/2012                                    | Common Stock  |
| Option (Right to Buy) <sup>(7)</sup>       | \$ 58.98   | 01/01/2013                           |  | A                              | 31,400  | 01/01/2014 01/01/2023                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| CONTI PHILIP P<br>625 LIBERTY AVENUE<br>SUITE 1700<br>PITTSBURGH, PA 15222 |               |           | Sr. Vice<br>President and<br>CFO |       |

## Signatures

/s/ Jonathan M. Lushko,  
Attorney-in-Fact

01/03/2013

\*\*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) Represents restricted stock units under the Company's 2010 Stock Incentive Award Program (2010 SIA) and 2011 Value Driver Award Program (2011 VDA). On December 31, 2012, awards under the 2010 SIA vested and were paid out in common stock and awards under

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the 2011 VDA vested and were paid out in cash.

- (2) Represents cash settlement of 2011 VDA awards.
- (3) On December 31, 2012, performance share units under the 2010 Executive Performance Incentive Program (2010 EPIP) vested and were paid out in common stock.
- (4) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2010 SIA, 2011 VDA and 2010 EPIP.

(5) Each Restricted Stock Unit was a confirmed performance award under the Company's 2010 SIA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the Restricted Stock Units vested and were paid out in common stock.

(6) Each Restricted Stock Unit was a confirmed performance award under the Company's 2011 VDA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the restricted stock units vested and were paid out in cash.

(7) 50% of the award is exercisable on the date listed in the "Date Exercisable" column. The remaining 50% is exercisable on the first anniversary of such date listed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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