

EQT Corp  
Form 4  
February 25, 2014

# 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 \*  
GARDNER LEWIS B

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2014

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)

General Counsel & VP

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 or Price   |  |   |        |   |              |
| Common Stock                    | 02/21/2014                           |  | A                              |   | 15,303  | A  | 11  | 24,841 | D |              |
| Common Stock <sup>(2)</sup>     | 02/21/2014                           |  | F                              |   | 6,491   | D  | \$ 100.81   | 18,350 | D |              |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 15,700  | A  | \$ 43.92  | 34,050 | D |              |
| Common Stock                    | 02/24/2014                           |  | S                              |   | 24,511  | D  | \$ 101.85 <sup>(3)</sup>                              | 9,539  | D |              |
| Common Stock                    |                                      |  |                                |   |   |  |   | 9,998  | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy)                      | \$ 43.92   | 02/24/2014                           |  | M                              | 15,700  | 12/31/2010 <sup>(4)</sup> 01/01/2017                     | Common Stock  | 15,700                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| GARDNER LEWIS B<br>625 LIBERTY AVENUE<br>SUITE 1700<br>PITTSBURGH, PA 15222 |               |           | General Counsel & VP |       |

## Signatures

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

02/25/2014

\*\*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) On February 21, 2014, performance awards under the Company's 2011 Volume and Efficiency Program (2011 VEP) vested and were paid out in common stock.
- (2) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2011 VEP.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.69 to \$102.04. The reporting person undertakes to provide EQT Corporation, any security holder of EQT Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the range set forth in this footnote.

- (4) January 1, 2010 was the grant date of the options. The options vested in three tranches with 50% vesting on December 31, 2010, 25% vesting on December 31, 2011 and 25% vesting on December 31, 2012.

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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