

QEP RESOURCES, INC.

Form 4

February 15, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fiala Margo D

(Last) (First) (Middle)

1050 17TH STREET, SUITE 800

(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)

02/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/13/2017		A	11,190 A	\$ 0 63,224	D	
Common Stock					1,154.559	I	Employee Investment Plan

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

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SEC 1474
(9-02)

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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 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 or Number of Shares
Phantom Stock Units	\$ 0	02/13/2017		A		11,190		<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	11,190
Stock Option	\$ 16.98	02/13/2017		A		13,232		<u>(2)</u>	02/13/2024	Common Stock	13,232
Phantom Stock Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Phantom Stock Units	3,551.74
Stock Option	\$ 39.07							03/05/2014	02/25/2018	Common Stock	6,276
Stock Option	\$ 10.12							<u>(4)</u>	02/16/2023	Common Stock	14,060
Stock Option	\$ 21.69							<u>(5)</u>	02/12/2022	Common Stock	15,580
Stock Option	\$ 31.74							<u>(6)</u>	02/13/2021	Common Stock	8,629
Stock Option	\$ 30.12							03/05/2016	02/13/2020	Common Stock	9,792
Stock Option	\$ 30.9							03/05/2015	02/13/2019	Common Stock	8,709

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fiala Margo D 1050 17TH STREET SUITE 800 DENVER, CO 80265			VP	

Signatures

/s/Dane E. Allen, Attorney
in Fact

02/15/2017

__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 phantom units are associated with QEP's Cash Incentive Plan.
- (2) The option vests in three annual installments beginning on March 5, 2018, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement

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. This total includes shares attributable to the 401(k) supplemental program of the Deferred Compensation Wrap Plan. Consequently, share totals may change without any visible activity.
- (3) The option vests in three annual installments beginning on March 5, 2017, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (4) The option vests in three annual installments beginning on March 5, 2016, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (5) The option vests in three annual installments beginning on March 5, 2015, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (6) The option vests in three annual installments beginning on March 5, 2015, 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.

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