

WOOSLEY CHRISTOPHER K

Form 4

February 08, 2019

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 *
WOOSLEY CHRISTOPHER K

(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)**02/07/2019**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)

SVP and General Counsel

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	141,396	D	
Common Stock				Code V Amount (D) Price	1,345.808	I	Employee Investment Plan

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

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(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	02/07/2019		M	32,016	<u>(1)</u> <u>(1)</u>	Common Stock 32,016 <u>(1)</u>
Stock Option	\$ 28.67					09/05/2015 08/01/2019	Common Stock 9,892
Stock Option	\$ 30.12					03/05/2016 02/13/2020	Common Stock 14,143
Stock Option	\$ 31.74					03/05/2017 02/13/2021	Common Stock 12,535
Stock Option	\$ 21.69					03/05/2018 02/12/2022	Common Stock 29,528
Stock Option	\$ 10.12					<u>(3)</u> 02/16/2023	Common Stock 26,645
Stock Option	\$ 16.98					<u>(4)</u> 02/13/2024	Common Stock 27,856

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOSLEY CHRISTOPHER K 1050 17TH STREET SUITE 800 DENVER, CO 80265	SVP and General Counsel

Signatures

/s/Dane E. Allen, Attorney
in Fact 02/08/2019

__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) In February 2016, QEP's Compensation Committee granted 32,016 PSUs under the QEP's Cash Incentive Plan, which amount represented the number of common shares on which payout would be made in cash if target performance was achieved during the three-year performance period ended 12/31/18. Payout was earned at 100% of target, and a cash payout was made on 32,016 common shares.

(2) In February 2017 and 2018, QEP's Compensation Committee granted 23,558 PSUs and 58,116 PSUs, respectively, under the QEP's Cash Incentive Plan, which represents the number of common shares on which payout will be made in cash (or, at the election of the Compensation Committee, shares) if target relative TSR performance is achieved during the three-year performance period ending 12/31/19 and 12/31/20, respectively.

(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, 2018, 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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