

Richards Perry H
Form 4
July 06, 2010

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 *
Richards Perry H

2. Issuer Name and Ticker or Trading Symbol
QEP RESOURCES, INC. [QEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O QEP RESOURCES, INC., 1050
17TH STREET, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, QEP Field Services

(Street)
DENVER, CO 80265

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, \$0.01 par value ⁽¹⁾ | 07/01/2010 | | A | 5,118 A \$ 0 | 28,956 ⁽²⁾ | D | |
| Common Stock, \$0.01 par value | | | | | 2,463.3991 ⁽³⁾ | I | Employee Investment Plan |

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

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share dividend pursuant to which each shareholder received 1 share of QEP common stock for every 1 share of Questar common stock held by such shareholder. Each holder as of the Record Date of Questar restricted stock that remained outstanding immediately prior to the Distribution Date also participated in the dividend, and received 1 share of QEP restricted stock for every 1 share of Questar restricted stock held by such holder.

- (2) Includes 9,005 shares of common stock and 14,833 shares of restricted stock acquired as a result of the share dividend described in footnote (1) above.
- (3) Acquired as a result of the share dividend described in footnote (1) above.

These options were originally granted to the reporting person by Questar. In connection with the spin-off, these options were split into

- (4) options to acquire Questar common stock and QEP common stock in accordance with that certain Employee Matters Agreement dated June 14, 2010 between Questar and QEP.

- (5) The option vests in three annual installments which began on March 5, 2010.

- (6) The option vests in three annual installments beginning on March 5, 2011, 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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