QEP RESOURCES, INC.

Form 4 May 27, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005 Estimated average

Form 4 or Form 5 obligations **SECURITIES**

burden hours per response... 0.5

may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fiala Margo D			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)	3. Date of Earliest Transaction	(eneer an applicable)		
1050 17TH STREET, SUITE 500		ГЕ 500	(Month/Day/Year) 05/22/2015	Director 10% Owner Selow) Officer (give title Other (specify below) VP		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DENVER, CO	80265		Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

DENVER, CO 80205				Person					
	(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Benefici	ally 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					35,163	D		
	Common Stock					1,055.984	I	Employee Investment	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: QEP RESOURCES, INC. - Form 4

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. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (Disposed of (Instr. 3, 4, 5)	A) or of (D)	6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ 0	05/22/2015		A	27.2177		<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	27.217
Phantom Stock Units	\$ 0						(2)	(2)	Phantom Stock Units	16,443
Stock Option	\$ 30.9						03/05/2015	02/13/2019	Common Stock	8,709
Stock Option	\$ 30.12						(3)	02/13/2020	Common Stock	9,792
Stock Option	\$ 31.74						<u>(4)</u>	02/13/2021	Common Stock	8,629
Stock Option	\$ 21.69						<u>(5)</u>	02/12/2022	Common Stock	15,584
Stock Option	\$ 39.07						03/05/2014	02/25/2018	Common Stock	6,276

Reporting Owners

Reporting Owner Name / Address	Relationships					
- 0	Director	10% Owner	Officer	Other		
Fiala Margo D 1050 17TH STREET, SUITE 500 DENVER, CO 80265			VP			
Clamature a						

Signatures

/s/ Abigail L. Jones, Attorney in Fact 05/27/2015

**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).

Reporting Owners 2

Edgar Filing: QEP RESOURCES, INC. - Form 4

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

- (1) 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.
- (2) These phantom units are associated with QEP's Long Term Cash Incentive Plan.
- (3) The option vests in three annual installments beginning on March 5, 2014, 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, 2015, 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, 2016, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.