QEP RESOURCES, INC.

Form 4

February 18, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number: Expires:

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FLURY L RICHARD |                |              | 2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP] |           |                           | 5. Relationship of Reporting Person(s) to Issuer            |                    |              |
|---|----------------|--------------|---|-----------|---------------------------|---|--------------------|--------------|
| (Last)  | (First)        | (Middle)     | 3. Date of Earliest Transaction                                       |           |                           | (Check all applicable)                                      |                    |              |
| 1050 17TH STREET, SUITE 500                               |                |              | (Month/Day/Year)<br>02/13/2014  |           |                           | X Director<br>Officer (give<br>below)                       | title 0t<br>below) |              |
| (Street)  |                |              | 4. If Amendment, Date Original  |           |                           | 6. Individual or Joint/Group Filing(Check                   |                    |              |
| DENVER, C   | CO 80265       |              | Filed(Month   | /Day/Yea  | r)                        | Applicable Line) _X_ Form filed by O Form filed by M Person |                    |              |
| (City)  | (State)        | (Zip)        | Table l   | I - Non-I | Derivative Securities Acq |   | , or Beneficia     | ally Owned   |
| 1.Title of  | 2. Transaction | Date 2A. Dee |   | 3.        | 4. Securities             | 5. Amount of  | 6. Ownership       | 7. Nature of |

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 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) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|--------------------------------------|---|---|-----------------|--|-----|--|--|---|--|
|                                      |   |   | Code V          | Amount   | (D) | Price  | (Instr. 3 and 4)   |   |  |
| Common<br>Stock                      |   |   |                 |  |     |  | 23,511.5   | D   |  |

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: QEP RESOURCES, INC. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day/ | ate                | 7. Title and of Underlyin Securities (Instr. 3 and | ng                                     | 8. Price<br>Deriva<br>Securit<br>(Instr. : |
|---|---|---|--|--|---|--------------------|--|--|--|
|   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable                         | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/13/2014                              | A                                      | 6,302  | <u>(1)</u>                                  | <u>(1)</u>         | Phantom<br>Stock<br>Units                          | 6,302                                  | \$ 31.                                     |

## **Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| • 5  | Director      | 10% Owner | Officer | Other |  |  |
| FLURY L RICHARD<br>1050 17TH STREET, SUITE 500<br>DENVER, CO 80265 | X             |           |         |       |  |  |

# **Signatures**

/s/ Abigail L. Jones, Attorney in Fact 02/18/2014

\*\*Signature of Reporting Person Dat

# **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).

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.

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.

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