

EQT Midstream Partners, LP  
 Form 4  
 March 19, 2015

**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 \*  
 EQT Corp

2. Issuer Name and Ticker or Trading Symbol  
 EQT Midstream Partners, LP [EQM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 625 LIBERTY AVENUE, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)  
 03/17/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Street)  
 PITTSBURGH, PA 15222

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Units	03/17/2015		J <sup>(1)(2)</sup>		511,973	A	<sup>(1)</sup> <u>(2)</u>

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222		X		
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109		X		
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Gathering, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		

## Signatures

/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering, LLC, the sole member of EQT Midstream Investments, LLC 03/19/2015

\_\_Signature of Reporting Person Date

/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering, LLC 03/19/2015

\_\_Signature of Reporting Person Date

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/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering Holdings, LLC	03/19/2015
__Signature of Reporting Person	Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company	03/19/2015
__Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	03/19/2015
__Signature of Reporting Person	Date
/s/ Daniel A. Greenblatt, Treasurer of EQT Corporation	03/19/2015
__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).

(1) This Form 4 is being filed jointly by EQT Corporation (EQT), EQT Midstream Investments, LLC (Midstream Investments), EQT Investments Holdings, LLC (Investments Holdings), EQT Production Company (EQT Production), EQT Gathering Holdings, LLC (Gathering Holdings) and EQT Gathering, LLC (EQT Gathering) in connection with the sale of certain midstream assets by EQT to EQT Midstream Partners, LP (Issuer) effective March 17, 2015 pursuant to that certain Contribution and Sale Agreement dated March 10, 2015 by and among the Issuer, EQT Midstream Services, LLC (General Partner), EQM Gathering Opco, LLC, EQT Gathering, EQT Energy Supply Holdings, LP, EQT Energy, LLC, and EQT, in exchange for aggregate consideration of approximately \$925.7 million, consisting of (i) an approximately \$873.2 million cash payment, (ii) 511,973 common units of the Issuer issued to Midstream Investments and (iii) 178,816 general partner units of the Issuer issued to the General Partner.

(2) The common units of the Issuer are owned directly by Midstream Investments. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings. Gathering Holdings directly owns 100% of the outstanding membership interests of EQT Gathering. EQT Gathering directly owns 100% of the outstanding membership interests of Midstream Investments. EQT, Investments Holdings, EQT Production, Gathering Holdings and EQT Gathering may therefore be deemed to beneficially own common units of the Issuer owned directly by Midstream Investments.

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.