Neese Jay B Form 4 April 23, 2013

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. Form 4 or

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Neese Jay B			2. Issuer Name and Ticker or Trading Symbol QEP RESOURCES, INC. [QEP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	, , ,	ĺ	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owne					
1050 17TH STREET, SUITE 500			04/22/2013					_X_ Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
DENVER,	CO 80265								y More than One		
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	ities A	cquired, Disposed	of, or Benefici	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D))	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								145,051 (1)	D		
Common Stock								31,922.9552 (2)	I	Employee Investment Plan	

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Phantom Stock Units	\$ 0	04/22/2013		A	28.6018		(3)	<u>(3)</u>	Phantom Stock Units	28.601
Phantom Stock Units	\$ 0						<u>(4)</u>	<u>(4)</u>	Phantom Stock Units	50,097
Stock Option	\$ 39.07						(5)	02/25/2018	Common Stock	27,611
Stock Option	\$ 30.9						<u>(6)</u>	02/13/2019	Common Stock	39,188
Stock Option	\$ 30.12						<u>(7)</u>	02/13/2020	Common Stock	32,638
Stock Option	\$ 23.98						03/05/2012	03/05/2016	Common Stock	80,000
Stock Option	\$ 27.55						03/05/2013	03/05/2017	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Neese Jay B 1050 17TH STREET, SUITE 500 DENVER, CO 80265			Executive Vice President				
Signatures							

Signatures

Abigail L. Jones, Attorney 04/23/2013 in Fact

**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

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- (1) Some of these shares are held in a joint account with my spouse.
- (2) As of April 22, 2013 I have 31,922.9552 equivalent shares of stock in QEP's Employee Investment Plan. The number of equivalent shares will fluctuate as QEP's stock price changes; this fluctuation does not reflect any transactions that should be reported.
 - 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
- (3) 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.
- (4) These phantom stock units are associated with QEP's Long Term Cash Incentive Plan.
- (5) The option vests in three annual installments which began on March 5, 2012, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (6) The option vests in three annual installments beginning on March 5, 2013, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
- (7) 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.

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.