

Doleshek Richard J
 Form 4
 February 09, 2018

FORM 4

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

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Doleshek Richard J

(Last) (First) (Middle)
 1050 17TH STREET, SUITE 800
 (Street)

DENVER, CO 80265

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,930.08 | I | Employee Investment Plan |
| Common Stock | | | | (A) or (D) Price | 304,539 | D | |

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. 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | \$ 0 | 02/07/2018 | | M | 43,523 | (1) | (1) | Common Stock | (1) | |
| Phantom Stock Units | \$ 0 | | | | | (3) | (3) | Phantom Stock Units | 7,147.03 | |
| Stock Option | \$ 16.98 | | | | | (4) | 02/13/2024 | Common Stock | 65,730 | |
| Stock Option | \$ 10.12 | | | | | (5) | 02/16/2023 | Common Stock | 69,860 | |
| Stock Option | \$ 21.69 | | | | | (6) | 02/12/2022 | Common Stock | 61,940 | |
| Stock Option | \$ 31.74 | | | | | | 03/05/2017 | 02/13/2021 | Common Stock | 42,870 |
| Stock Option | \$ 30.12 | | | | | | 03/05/2016 | 02/13/2020 | Common Stock | 48,950 |
| Stock Option | \$ 30.9 | | | | | | 03/05/2015 | 02/13/2019 | Common Stock | 43,540 |
| Stock Option | \$ 39.07 | | | | | | 03/05/2014 | 02/25/2018 | Common Stock | 30,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Doleshek Richard J 1050 17TH STREET SUITE 800 DENVER, CO 80265 | | | EVP, CFO | |

Signatures

/s/Dane E. Allen, Attorney
in Fact

02/09/2018

__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) In February 2015, QEP's Compensation Committee granted 43,523 PSUs under the QEP's Cash Incentive Plan, which amount represented the number of common shares on which payout would be made in cash if target performance was achieved during the three-year performance period ended 12/31/17. Payout was earned at 85% of target, and a cash payout was made on 36,955 common shares.

(2) In February 2016 and 2017, QEP's Compensation Committee granted 104,941 PSUs and 69,494 PSUs, respectively, under the QEP's Cash Incentive Plan, which represents the number of common shares on which payout will be made in cash (or, at the election of the Compensation Committee, shares) if target relative TSR performance is achieved during the three-year performance period ending 12/31/18 and 12/31/19, respectively.

(3) 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. 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) The option vests in three annual installments beginning on March 5, 2018, 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, 2017, 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, 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.

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