QUESTAR CORP Form 4 September 19, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(City)

Common

Stock

1. Name and Address of Reporting Person * WILLIAMSON BRUCE A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

(Middle)

(Zip)

QUESTAR CORP [STR] 3. Date of Earliest Transaction

(Month/Day/Year) 09/16/2016

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

333 SOUTH STATE 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 Form filed by More than One Reporting

D

Person

SALT LAKE CITY, UT 84145

(Street)

(State)

09/16/2016

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or Amount (D) Price

Code V

D 28,000 D \$ 25 0

(A)

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.

(Instr. 3 and 4)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	TransactionDerivative Securities Code Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units	\$ 0 (1)	09/16/2016		D		59,616.8959	(2)	<u>(2)</u>	Phantom Stock Units (3)	59,61
Phantom Stock Units	(1)	09/16/2016		D		58,814.2669	<u>(2)</u>	(2)	Phantom Stock Units (4)	58,81
Restricted Stock Unit	<u>(5)</u>	09/16/2016		D		13,175.521	<u>(6)</u>	<u>(6)</u>	Common Stock	13,17

Reporting Owners

Reporting Owner Name / Address	Relationships						
·L··· · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
WILLIAMSON BRUCE A 333 SOUTH STATE STREET SALT LAKE CITY, UT 84145	X						

Signatures

Julie A. Wray, Attorney 09/19/2016 in Fact

**Signature of Reporting Person

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) Each phantom stock unit is the economic equivalent of one share of common stock. The shares of phantom stock become payable at the election of the reporting person, upon the reporting person's termination of service as a director.
- Phantom Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment (2) with Questar, but each Phantom Stock Unit is being settled in connection with the Merger for an amount equal to the Merger consideration of \$25 per share.
- (3) I have been granted restricted phantom stock under Questar's Long-term Stock Incentive Plan. Such units are credited with dividends.
- (4) I defer my director's fees, and such fees are accounted for in phantom stock units that are credited with dividends.
- (5) Each deferred restricted stock unit represents a contingent right to receive one share of common stock.
- Restricted Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment (6) with Questar, but each Restricted Stock Unit is being settled in connection with the Merger for an amount equal to the Merger consideration of \$25 per share.

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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