

PORGES DAVID L  
Form 4  
January 03, 2013

**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 \*  
PORGES DAVID L

(Last) (First) (Middle)  
EQT PLAZA, 625 LIBERTY AVENUE, SUITE 1700  
(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EQT Corp [EQT]

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2012

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)  
Chairman President & CEO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/31/2012		M		52,691 A <u>(1)</u>	527,263	D
Common Stock <u>(2)</u>	12/31/2012		D		16,602 D \$ 58.98	510,661	D
Common Stock	12/31/2012		A		64,763 A <u>(3)</u>	575,424	D
Common Stock <u>(4)</u>	12/31/2012		F		50,037 D \$ 58.98	525,387	D
Common Stock	12/31/2012		G	V	50,000 D \$ 0 <u>(5)</u>	475,387	D

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Common Stock	12/31/2012	G V	50,000	A	\$ 0 <sup>(5)</sup>	50,000	I	Porges Family Trust
Common Stock						5,894	I	Savings Plan

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

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(9-02)

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(6)</sup>	\$ 0	12/31/2012		M		23,767	12/31/2012 12/31/2012	Common Stock	23,767
Restricted Stock Units <sup>(7)</sup>	\$ 0	12/31/2012		M		28,924	12/31/2012 12/31/2012	Common Stock	28,924
Option (Right to Buy) <sup>(8)</sup>	\$ 58.98	01/01/2013		A		92,400	01/01/2014 01/01/2023	Common Stock	92,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORGES DAVID L EQT PLAZA 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	X		Chairman President & CEO	

## Signatures

/s/ Jonathan M. Lushko,  
Attorney-in-Fact

01/03/2013

\_\_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) Represents restricted stock units under the Company's 2010 Stock Incentive Award Program (2010 SIA) and 2011 Value Driver Award Program (2011 VDA). On December 31, 2012, awards under the 2010 SIA vested and were paid out in common stock and awards under the 2011 VDA vested and were paid out in cash.
  - (2) Represents cash settlement of 2011 VDA awards.
  - (3) On December 31, 2012, performance share units under the 2010 Executive Performance Incentive Programs (2010 EPIPs) vested and were paid out in common stock.
  - (4) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2010 SIA, 2011 VDA and 2010 EPIPs.
  - (5) On December 31, 2012, Mr. Porges made a gift of 50,000 shares of common stock to an irrevocable trust for estate planning purposes. Each Restricted Stock Unit was a confirmed performance award under the Company's 2010 SIA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the Restricted Stock Units vested and were paid out in common stock.
  - (6) Each Restricted Stock Unit was a confirmed performance award under the Company's 2011 VDA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the restricted stock units vested and were paid out in cash.
  - (7) 50% of the award is exercisable on the date listed in the "Date Exercisable" column. The remaining 50% is exercisable on the first anniversary of such date listed.

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.