QEP RESOURCES, INC.

Form 4

February 18, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Fiala Margo D Issuer Symbol QEP RESOURCES, INC. [QEP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title __ Other (specify 1050 17TH STREET, SUITE 500 02/13/2014 below) below) VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80265 Person (Ctota)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Aco	quired, Disposed	of, or Benefic	ially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	spose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common			Co uc ,		(2)	\$			
Stock	02/13/2014		A	5,987	A	31.74	22,196	D	
Stock						31.77			
									Employee
Common							610 989	T	Investment

610.989 Investment Stock 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. Transactio Code (Instr. 8)	5. Number of or 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 of Number of Shares
Phantom Stock Units	\$ 0	02/13/2014		C		3,200	<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	3,200
Phantom Stock Units	\$ 0	02/13/2014		A	5,987		<u>(1)</u>	<u>(1)</u>	Phantom Stock Units	5,987
Stock Option	\$ 31.74	02/13/2014		A	8,629		(3)	02/13/2021	Common Stock	8,629
Phantom Stock Units	\$ 0						<u>(4)</u>	<u>(4)</u>	Phantom Stock Units	909.57
Stock Option	\$ 30.9						(5)	02/13/2019	Common Stock	8,709
Stock Option	\$ 30.12						<u>(6)</u>	02/13/2020	Common Stock	9,792
Stock Option	\$ 39.07						<u>(7)</u>	02/25/2018	Common Stock	6,276

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Fiala Margo D 1050 17TH STREET, SUITE 500 DENVER, CO 80265			VP				
Signatures							
/s/ Abigail L. Jones, Attorney in Fact	0:	2/18/2014					

Reporting Owners 2

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) These phantom units are associated with QEP's Long Term Cash Incentive Plan.
- (2) In accordance with the Long Term Cash Incentive Plan, the total reflects the conversion of 1,664 phantom stock units to cash and the forfeiture of 1,536 phantom stock units.
- (3) The option vests in three annual installments beginning on March 5, 2015, subject to accelerated vesting upon the occurrence of certain events as set forth in the award agreement.
 - 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
- (4) 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.
- (5) 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.
- 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.
- (7) 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.

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.