

EQT Corp
Form 4
May 14, 2015

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 *
GARDNER LEWIS B

(Last) (First) (Middle)

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)
05/12/2015

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)

General Counsel & VP

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/12/2015		D ⁽¹⁾	5,564 D \$ 89.87	12,569	D	
Common Stock	05/13/2015		M	13,700 A \$ 54.79	26,269	D	
Common Stock	05/13/2015		F	10,826 ⁽²⁾ D \$ 89.7	15,443	D	
Common Stock	05/13/2015		S	2,874 ⁽³⁾ D \$ 89.66	12,569	D	
Common Stock					10,703	I	Savings Plan

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, and an unlabeled column for Amount or Number of Shares. Includes data for an Option (Right to Buy) with price \$54.79 and 13,700 shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Lists GARDNER LEWIS B as General Counsel & VP.

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact, dated 05/14/2015

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).
Mr. Gardner intends to use the net proceeds from this transaction to acquire common units representing limited partner interests in EQT
(1) GP Holdings, LP (EQGP), a limited partnership formed by EQT Corporation to own EQT Corporation's partnership interests in EQT Midstream Partners, LP.
(2) On May 13, 2015, Mr. Gardner exercised 13,700 previously reported stock options. EQT Corporation, consistent with its practice, withheld 10,826 shares to satisfy the tax liability and exercise price associated with these options.
(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.64 to \$89.66, inclusive. The reporting person undertakes to provide EQT Corporation, any security holder of EQT Corporation, or the staff

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of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (4) January 1, 2012 was the grant date of the options. The options vested in two tranches with 50% vesting on January 1, 2013 and 50% vesting on January 1, 2014.

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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