

EQUITABLE RESOURCES INC /PA/  
Form 11-K  
June 26, 2008

## **UNITED STATES**

## **SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

### **FORM 11-K**

**ANNUAL REPORT**

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR  
PLANS PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the year ended December 29, 2007

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-3551

**EQUITABLE RESOURCES, INC. EMPLOYEE SAVINGS PLAN**

(Full title of the Plan and address of the Plan,

if different from that of the issuer named below)

**EQUITABLE RESOURCES, INC.**

225 North Shore Drive,

Pittsburgh, Pennsylvania 15212

(Name of issuer of the securities held pursuant to the

Plan and the address of principal executive office)

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***REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM***

Benefits Administration Committee

Equitable Resources, Inc. Employee Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Equitable Resources, Inc. Employee Savings Plan as of December 29, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 29, 2007 and 2006, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 29, 2007 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania  
June 11, 2008

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS*

	December 29	
	2007	2006
Investments, at fair value:		
Mutual funds	\$ 92,484,831	\$ 77,811,133
Common/collective trusts	17,338,816	18,476,380
Employer Stock Fund	34,167,103	27,355,133
Participant loans	1,067,198	850,637
Net assets available for benefits	\$ 145,057,948	\$ 124,493,283

*See accompanying notes.*

*EQUITABLE RESOURCES, INC.**EMPLOYEE SAVINGS PLAN**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS*

	Year ended December 29	
	2007	2006
<b>Additions:</b>		
Investment income:		
Interest and dividends	\$ 8,290,824	\$ 5,934,605
Interest on participant loans	72,044	48,571
Total investment income	8,362,868	5,983,176
Net appreciation in fair value of investments	10,366,589	8,175,808
<b>Contributions:</b>		
Employer	5,696,638	4,850,632
Employee	4,934,108	4,152,590
Rollovers	1,305,424	3,452,093
Total contributions	11,936,170	12,455,315
Transfers from affiliated plans	1,128,548	1,137,008
Total additions	31,794,175	27,751,307
<b>Deductions:</b>		
Withdrawals by participants	11,228,581	5,877,336
Transfers to NORESKO plan		13,742,812
Total deductions	11,228,581	19,620,148
Other	(929)	(5,048)
Net increase in net assets available for benefits	20,564,665	8,126,111
<b>Net assets available for benefits:</b>		
At beginning of year	124,493,283	116,367,172
At end of year	\$ 145,057,948	\$ 124,493,283

*See accompanying notes.*

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED*

*DECEMBER 29, 2007*

1. Description of Plan

The following description of the Equitable Resources, Inc. Employee Savings Plan (Plan) provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing and savings plan, with a 401(k) salary reduction and an ESOP feature, implemented on September 1, 1985, by Equitable Resources, Inc. and certain subsidiaries (the Company or Companies).

All regular, full-time, and certain part-time, nonunion employees of the Companies are eligible to participate in the Plan on their first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

In 2007, participants who were highly compensated employees could elect to contribute to the Plan on a pre-tax basis between 1% and 15% of eligible earnings and other participants could elect to contribute to the Plan on a pre-tax basis between 1% and 50% of eligible earnings, subject in each case to Internal Revenue Code (IRC) limitations. In 2006, all participants could elect to contribute to the Plan on a pre-tax basis between 1% and 15% of eligible earnings, subject to IRC limitations. These contributions are referred to as contract contributions.

In addition in 2007, participants could elect to make after-tax contributions to the Plan, subject to IRC limitations.

All participants receive a match of 50% of the first 6% of their contract contributions and, starting in 2007, of the first 6% of any combination of their contract and after-tax contributions. These contributions are referred to as matching contributions.

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Participants also may receive a performance contribution, which is determined on an annual basis at the discretion of the Company. During 2007 and 2006, the amount of the performance contribution was 6% of eligible earnings.

Matching and performance contributions made prior to May 15, 2007 were initially invested in the Employer Stock Fund, until they became fully vested and then could be invested in other available investment funds, if elected by the participant. Effective May 15, 2007, each participant who was not fully vested was allowed to make an investment election and change this investment from the Employer Stock Fund. Matching and performance contributions made on or after May 15, 2007 follow the participant's contract investment election(s) rather than being allocated automatically to the Employer Stock Fund.

If a participant refuses or fails to make an investment election on or after May 15, 2007, the contributions made on or after May 15, 2007 for a participant under the Plan are invested and held in a qualified default investment alternative, designated by the Benefits Investment Committee (the BIC) until the participant makes a valid investment election. Presently, the BIC has designated the Plan's default investment as the targeted-retirement date investment fund applicable to the participant on an age-appropriate basis. If a participant has not made an investment election with respect to employer contributions in the Employer Stock Fund before May 15, 2007 and refuses or fails to make an investment election on or after May 15, 2007, the contributions made before May 15, 2007 for a participant under the Plan are invested and held in the Employer Stock Fund until the participant makes a valid investment election.



*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED*

*DECEMBER 29, 2007*

1. Description of Plan (continued)

Contributions (continued)

The Employer Stock Fund consists of the Equitable Resources Stock Fund and effective May 1, 2002, the Equitable Resources Stock Fund-ESOP account (ESOP). The ESOP feature operates as an account within the Plan that will hold shares invested in the Equitable Resources Stock Fund. All participant and Company contributions made before May 1, 2002 that were invested in the Equitable Resources Stock Fund were allocated to the ESOP portion of the Plan. After May 1, 2002, new contributions invested in the Equitable Resources Stock Fund will transfer to the ESOP on a quarterly basis. Participants can elect to receive dividends from the ESOP in cash or to be paid to their account and reinvested in the Equitable Resources Stock Fund.

Rollover Contributions

Participants are allowed to make rollover contributions (contributions transferred to the Plan from other qualified retirement plans), subject to certain requirements.

During 2007, in connection with the Company's Pension Plan, certain employees were able to make an election to transfer pension benefits into the Plan. Total transfers into the Plan relative to these transactions were \$442,353 for the year ended December 29, 2007 and are included in rollovers in the accompanying statements of changes in net assets available for benefits.

During 2006, in connection with the Company's Pension Plan, certain employees were able to make an election to transfer pension benefits into the Plan. Total transfers into the Plan relative to these transactions were \$2,575,679 for the year ended December 29, 2006 and are included in rollovers in the accompanying statements of changes in net assets available for benefits.

Transfers from Affiliated Plans

Transfers from affiliated plans include transfers made between the Plan and the Equitable Resources, Inc. Savings and Protection Plan.

Transfers to NORESKO Plan

In the fourth quarter of 2005, the Company sold its NORESKO domestic business. As a result of this divestiture, affected employees were given the option to transfer the value of their Plan interest to a separate NORESKO plan. Total transfers from the Plan relative to this divestiture were \$13,742,812 for the year ended December 29, 2006 and are included as Transfers to NORESKO plan on the statement of changes in net assets available for benefits.

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED*

*DECEMBER 29, 2007*

1. Description of Plan (continued)

Vesting

Participants are 100% vested in the value of contract and after-tax contributions made, and any rollover contributions.

If employment is terminated by the Companies for any reason other than retirement, death or total and permanent disability, a participant is entitled to receive the vested value of any employer contributions (matching and performance).

Matching and performance contributions vest in accordance with the following schedule:

<b>Years of Continuous Service Completed</b>	<b>Vested Interest</b>
One year	33%
Two years	67%
Three years	100%

Amounts forfeited by participants upon termination are used to reduce the amount of the Company's future employer contributions to the Plan. In 2007 and 2006, forfeitures of approximately \$196,132 and \$115,911, respectively, were used to offset employer contributions.

Upon retirement, death or total and permanent disability of the participant or termination of the Plan, a participant is entitled to receive the full value of any employer contributions, regardless of years of continuous service.

In the event of a change in control, as defined in the Plan, all employer contributions (matching and performance) become 100% vested immediately.

Withdrawals by Participants

Payments to participants can be made as follows: a lump-sum distribution, a direct rollover, if applicable, or, in the case of a distribution on account of retirement or total and permanent disability, equal periodic payments over the lesser of: a) the life expectancy of the participant and beneficiary or b) twenty (20) years.

Loans to Participants

A participant may borrow money from the Plan in amounts up to the lesser of \$50,000 or 50% of the vested eligible balance of a participant's account.

Administrative Expenses

The Plan pays administrative expenses associated with the Plan. The expenses are included in the Other line item in the Plan's statement of changes in net assets available for benefits.

Reclassifications

Certain amounts in the 2006 financial statements have been reclassified to conform to the 2007 presentation.

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED*

*DECEMBER 29, 2007*

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investments

Short-term investments are valued at cost, which approximates market. The Employer Stock Fund consisting of Equitable Resources, Inc. common stock (Company common stock) is valued at market price as quoted on the New York Stock Exchange. There were 635,956 and 655,086 shares of Company common stock held by the Plan as of December 29, 2007 and 2006, respectively. Investments other than investments in common/collective trusts are valued at market.

As described in Financial Accounting Standards Board Staff Position (FSP) AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust (Fidelity Managed Income Portfolio). At December 29, 2007 and 2006, the contract value of the investments in the Fidelity Managed Income Portfolio approximated fair value.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Recently Issued Accounting Standards

Basis of Accounting

In September 2006, the FASB issued SFAS No. 157, which established a framework for measuring fair value in accordance with generally accepted accounting principles and expanded disclosures about fair value measurements. SFAS No. 157 is effective for the Plan for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact that SFAS No. 157 will have on the Plan's statement of assets available for benefits and statement of changes in assets available for benefits.

*EQUITABLE RESOURCES, INC.**EMPLOYEE SAVINGS PLAN**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED**DECEMBER 29, 2007*3. Investments

The Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Net Changes in Fair Value for the Year ended December 29	
	2007	2006
Investments at fair value as determined by quoted market prices:		
Mutual funds	\$ 2,500,035	\$ 4,823,537
Company stock	7,866,554	3,352,271
	\$ 10,366,589	\$ 8,175,808

Investments that represent 5% or more of fair value of the Plan's net assets are as follows:

	December 29	
	2007	2006
Employer Stock Fund*	\$ 34,167,103	\$ 27,355,133
Fidelity Managed Income Portfolio	17,338,816	18,476,380
AF Growth Fund of America	16,748,043	15,224,554
Fidelity Diversified International Fund	11,340,627	9,409,244
AF Washington Mutual Investors Fund	10,008,718	10,220,949
Oppenheimer Developing Markets Fund	9,089,754	
Fidelity Balanced Fund	7,543,340	6,773,780

\* For some contributions made prior to May 15, 2007, partially nonparticipant-directed





*EQUITABLE RESOURCES, INC.**EMPLOYEE SAVINGS PLAN**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED**DECEMBER 29, 2007*

Information about the net assets and significant components of the changes in net assets related to the Employer Stock Fund (partially nonparticipant-directed) as of and for the years ended December 29, 2007 and 2006 is as follows:

	Year ended December 29	
	2007	2006
Net asset:		
Employer Stock Fund	\$ 34,167,103	\$ 27,355,133
Changes in net assets:		
Interest and dividends	\$ 568,498	\$ 589,777
Interest on participant loans	11,071	6,980
Net appreciation in fair value of investments	7,866,554	3,352,271
Employer contributions	1,114,050	1,865,511
Employee contributions	778,841	484,175
Withdrawals by participants	(3,168,634)	(1,248,015)
Interfund transfers/transfers to NORESCO plan	(194,002)	(4,568,253)
Net forfeitures	(163,487)	(115,291)
Other	(921)	(2,013)
Net increase	\$ 6,811,970	\$ 365,142

4. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the interests of all affected participants will become fully vested.

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED*

*DECEMBER 29, 2007*

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Related-Party Transactions

Certain plan investments are shares of mutual funds and common/collective trusts managed by Fidelity or an affiliate. Fidelity is trustee of the Plan and, therefore, these transactions may qualify as party-in-interest transactions. Transactions with respect to participant loans and the Employer Stock Fund also qualify as party-in-interest transactions.

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated November 26, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

8. Subsequent Event

On October 25, 2007, in connection with the Company's USW 5-00843 Spin-Off Plan, affected employees were given until December 10, 2007 to make an election to transfer pension benefits into the Plan. Transfers into the Plan relative to the spin-off, totaling \$915,148, posted to Plan accounts on December 31, 2007.



*SUPPLEMENTARY INFORMATION*

*EQUITABLE RESOURCES, INC.*

*EMPLOYEE SAVINGS PLAN*

*Plan No. 202 EIN: 25-0464690*

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*Schedule H, Line 4i Schedule of Assets (Held at End of Year)*

*December 29, 2007*

Identity of Issue	Description of Investment	Cost	Current Value
* Employer Stock Fund	Equitable securities common stock	\$ 14,956,701	\$ 34,167,103
* Fidelity Managed Income Portfolio	Common/collective trust	(a)	17,338,816
AF Growth Fund of America	Mutual fund	(a)	16,748,043
* Fidelity Diversified International Fund	Mutual fund	(a)	11,340,627
AF Washington Mutual Investors Fund	Mutual fund	(a)	10,008,718
Oppenheimer Developing Markets Fund	Mutual fund	(a)	9,089,754
* Fidelity Balanced Fund	Mutual fund	(a)	7,543,340
PIMCO Total Return Fund	Mutual fund	(a)	5,190,325
* Fidelity Contrafund	Mutual fund	(a)	4,007,211
Alger Mid-Cap Growth Institutional Fund	Mutual fund	(a)	3,347,082
American Beacon Small Cap Value Fund	Mutual fund	(a)	3,236,302
* Fidelity Freedom 2010 Fund	Mutual fund	(a)	2,844,459
* Fidelity Freedom 2020 Fund	Mutual fund	(a)	2,803,240
* Fidelity Freedom 2025 Fund	Mutual fund	(a)	2,221,136
* Spartan U.S. Equity Index Fund	Mutual fund	(a)	2,205,891
* Fidelity Freedom 2015 Fund	Mutual fund	(a)	1,992,525
GS Mid Cap Value A	Mutual fund	(a)	1,980,128
* Fidelity Small Cap Independent	Mutual fund	(a)	1,512,191
* Fidelity Freedom 2040 Fund	Mutual fund	(a)	1,496,050
PIMCO High Yield Fund	Mutual fund	(a)	1,402,307
* Fidelity Freedom 2030 Fund	Mutual fund	(a)	1,245,507
* Fidelity Freedom 2035 Fund	Mutual fund	(a)	1,201,215
* Spartan Total Market Index Fund	Mutual fund	(a)	728,278
* Fidelity Freedom 2005 Fund	Mutual fund	(a)	293,074
* Fidelity Freedom Income Fund	Mutual fund	(a)	37,242
Pending Account	Noninterest bearing cash	(a)	10,186
* Loan Fund	Participant loans 5.0% to 9.25% **		1,067,198
			\$ 145,057,948

(a) Cost information not required as per Special Rule for certain participant-directed transactions.

\*Party in interest to the Plan.

\*\* Maturities extend through year 2012.

*SIGNATURE*

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Benefits Administration Committee of the Plan have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

*EQUITABLE RESOURCES, INC.*  
*EMPLOYEE SAVINGS PLAN*  
(Name of Plan)

By

/s/ David J. Smith  
David J. Smith

Plan Manager

June 26, 2008

INDEX TO EXHIBIT

Exhibit No.	Description	Sequential Page No.
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