

EQT Corp
Form 4
August 02, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CONTI PHILIP P

(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)
07/31/2013

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)
Sr. Vice President and CFO

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 (D) Price | | | |
| Common Stock | 07/31/2013 | | M | 56,200 A \$ 48.91 | 146,086 ⁽¹⁾ | D | |
| Common Stock | 07/31/2013 | | M | 27,300 A \$ 43.92 | 173,386 | D | |
| Common Stock | 07/31/2013 | | S | 83,500 D \$ 87.76 ⁽²⁾ | 89,886 | D | |
| Common Stock | | | | | 3,160 | 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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Option (Right to Buy) | \$ 48.91 | 07/31/2013 | | M | 56,200 | 12/31/2009 ⁽³⁾ 08/05/2015 | Common Stock 56,200 |
| Option (Right to Buy) | \$ 43.92 | 07/31/2013 | | M | 27,300 | 12/31/2010 ⁽⁴⁾ 01/01/2017 | Common Stock 27,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTI PHILIP P 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | | | Sr. Vice President and CFO | |

Signatures

/s/ Jonathan M. Lushko,
Attorney-in-Fact 08/02/2013

**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) Includes 165 shares of EQT Corporation common stock reported on March 4, 2013 as a disposition via a gift in connection with a charitable contribution that was not fully completed.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.400 to \$87.968. The reporting person undertakes to provide EQT Corporation, any security holder of EQT Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the ranges set forth in footnote (2) to this Form 4.

- (3) August 5, 2008 was the grant date of the options. The options vested in three tranches with 50% vesting on December 31, 2009, 25% vesting on December 31, 2010 and 25% vesting on December 31, 2011.
- (4) January 1, 2010 was the grant date of the options. The options vested in three tranches with 50% vesting on December 31, 2010, 25% vesting on December 31, 2011 and 25% vesting on December 31, 2012.

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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