

EQT Corp
 Form 4
 February 18, 2014

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 *
BONE THERESA Z

(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)
 02/13/2014

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)
 VP Fin and Chief Acct Officer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/13/2014		M	2,551 A \$ 0 ⁽¹⁾	39,305	D	
Common Stock	02/13/2014		A	3,981 A <u>(2)</u>	43,286	D	
Common Stock ⁽³⁾	02/13/2014		D	2,077 D \$ 95.64	41,209	D	

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

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number.

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(4)	02/13/2014		M	2,551	02/13/2014 02/13/2014	Common Stock	2,551
Restricted Stock Units	(5)	02/13/2014		A	3,981	(6) (6)	Common Stock	3,981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONE THERESA Z 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222			VP Fin and Chief Acct Officer	

Signatures

/s/ Jonathan M. Lushko, 02/18/2014
Attorney-in-Fact

**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) On February 13, 2014, 2,551 performance awards under the Company's 2012 Value Driver Award Program (2012 VDA) vested and were paid out in common stock.
- (2) On February 13, 2014, 3,981 performance awards under the Company's 2013 Value Driver Award Program (2013 VDA) vested and were paid out in common stock.
- (3) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of performance awards under the 2012 VDA and 2013 VDA.
- (4) Each Restricted Stock Unit was a confirmed performance award under the Company's 2012 VDA program representing the contingent right to receive one share of Company common stock. On February 13, 2014, the Restricted Stock Units vested and were paid out in

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common stock.

- (5) Each restricted stock unit is a confirmed performance award under the Company's 2013 VDA program and represents a contingent right to receive one share of Company common stock.
- (6) The restricted stock units will vest and be paid out in common stock during the first quarter 2015 provided that the recipient is employed on the date that the payment is made.

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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