

QUESTAR CORP
Form DEFA14A
April 08, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary proxy statement

Definitive proxy statement

Definitive additional materials

Soliciting material under Rule 14a-12

**Confidential, For Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))**

QUESTAR CORPORATION

(Name of Registrant as Specified In Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

QUESTAR CORPORATION

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

QUESTAR CORPORATION

ATTN: ABIGAIL L. JONES

180 EAST 100 SOUTH ST.

P.O. BOX 45433

SALT LAKE CITY, UT 84145-0433

Shareholder Meeting to be held on 05/19/09

Proxy Materials Available

Notice and Proxy Statement

Annual Report

PROXY MATERIALS - VIEW OR RECEIVE

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You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 05/05/09.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- www.proxyvote.com

- 1) BY INTERNET - 1-800-579-1639
- 2) BY TELEPHONE - sendmaterial@proxyvote.com
- 3) BY E-MAIL*

* If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual

Meeting Date: 05/19/09

Meeting Time: 8:00 a.m., Mountain Time

For holders as of: 03/10/09

Meeting Location:

Questar Corp

1140 West 200 South

Salt Lake City, UT 84145

How To Vote

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting Items

THE DIRECTORS RECOMMEND A VOTE FOR ITEMS 1, 2, 3, 4, 5, 6 AND 7.

1. To elect as Directors of Questar Corporation the nominees listed below:

Nominees:

Three-year Terms

One-year Term

01) Keith O. Rattie

04) James A. Harmon

02) Harris H. Simmons

03) M. W. Scoggins

2. Proposal to ratify the selection of Ernst & Young LLP as the Company's independent auditor.

3. Proposal to amend Questar Corporation's Articles of Incorporation to provide for the elimination of the Company's classified board structure and remove the requirement that the Company have 13 directors.

4. Proposal to amend Questar Corporation's Articles of Incorporation to remove an outdated statutory reference and clarify the director liability standard.

5. Proposal to amend Questar Corporation's Articles of Incorporation to increase the number of authorized shares from 360,000,000 to 510,000,000 and to make certain other clarifying changes.

6. Proposal to amend Questar Corporation Articles of Incorporation to eliminate a limit on the issuance of preferred stock.

7. Proposal to approve performance metrics and amendments to the Long-term Cash Incentive Plan.

THE DIRECTORS MAKE NO VOTING RECOMMENDATION ON ITEM 8.

8. A shareholder proposal to utilize a majority voting standard in uncontested director elections.

THE DIRECTORS RECOMMEND A VOTE AGAINST ITEM 9.

9. A shareholder proposal to hold an advisory vote on executive compensation.

