

EQUITABLE RESOURCES INC /PA/

Form 4

January 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
O LOUGHLIN JOHANNA G

2. Issuer Name **and** Ticker or Trading
Symbol
EQUITABLE RESOURCES INC
/PA/ [EQT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

225 NORTH SHORE DRIVE

(Street)

PITTSBURGH, PA 15212-5861

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr VP, Gen Counsel and Sec'y

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock				(A) or (D)	63,661 ⁽¹⁾	D	
Common Stock					5,815 ⁽¹⁾	I	Savings Plan
Common Stock	12/30/2005		F	3,551 ⁽²⁾ D	\$ 36.69 0 ⁽¹⁾	I	Deferred Compensation

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option (Right-to-Buy)	\$ 15.755					03/14/2002 03/14/2011	Common Stock 120,000
Option (Right-to-Buy)	\$ 17.24					03/12/2003 03/12/2012	Common Stock 130,000
Option (Right-to-Buy)	\$ 17.875					02/27/2004 02/27/2013	Common Stock 32,500
Option (Right-to-Buy)	\$ 18.375					02/05/2003 05/25/2009	Common Stock 14,433
Option (Right-to-Buy)	\$ 20.575					09/26/2003 05/25/2009	Common Stock 9,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O LOUGHLIN JOHANNA G 225 NORTH SHORE DRIVE PITTSBURGH, PA 15212-5861	Sr VP, Gen Counsel and Sec'y

Signatures

JOHANNA G
O'LOUGHLIN

01/04/2006

**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) All securities (shares, stock options and/or phantom stock units) and exercise prices have been adjusted in this filing to reflect a 2 for 1 stock split effective September 1, 2005.

Edgar Filing: EQUITABLE RESOURCES INC /PA/ - Form 4

- (2) Represents shares withheld to pay taxes in connection with the Company's termination of its deferred compensation plans for employees as described in a Form 8-K filed with the SEC on December 16, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.