

EQT Midstream Partners, LP
 Form 4
 February 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
 EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE
 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EQT Midstream Partners, LP [EQM]

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

02/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 02/17/2015 | | C | | 17,339,718 | A | (1) |
| | | | | | 21,299,670 | I | |

See Footnote (2) (3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated Units representing limited partner interests | (1) | 02/17/2015 | | C | 17,339,718 | (1) (1) | Common Units 17,339,718 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222 | | X | | |
| EQT Gathering, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109 | | X | | |

Signatures

/s/ Randall L. Crawford, President of EQT Gathering, LLC, the sole member of EQT Midstream Investments, LLC 02/19/2015

__Signature of Reporting Person Date

/s/ Randall L. Crawford, President of EQT Gathering, LLC 02/19/2015

__Signature of Reporting Person Date

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| | |
|---|------------|
| /s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC | 02/19/2015 |
| __Signature of Reporting Person | Date |
| /s/ Steven T. Schlotterbeck, President of EQT Production Company | 02/19/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC | 02/19/2015 |
| __Signature of Reporting Person | Date |
| /s/ Philip P. Conti, Senior Vice President and CFO of EQT Corporation | 02/19/2015 |
| __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 17, 2015, pursuant to the terms of the First Amended and Restated Agreement of Limited Partnership of EQT Midstream Partners, LP (Partnership), as amended, the 17,339,718 subordinated units acquired by EQT Midstream Investments, LLC in the Partnership's initial public offering converted into common units of the Partnership on a one-for-one basis for no additional consideration, resulting in the acquisition of 17,339,718 common units of the Partnership. The subordinated units had no expiration date.
- (2) This Form 4 is being filed jointly by EQT Corporation (EQT), EQT Midstream Investments, LLC (Midstream Investments), EQT Investments Holdings, LLC (Investments Holdings), EQT Production Company (EQT Production), EQT Gathering Holdings, LLC (Gathering Holdings) and EQT Gathering, LLC (EQT Gathering). The securities of the Partnership are owned directly by Midstream Investments. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings is the sole stockholder of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings.
- (3) Gathering Holdings directly owns 100% of the outstanding membership interests of EQT Gathering. EQT Gathering directly owns 100% of the outstanding membership interests of Midstream Investments. EQT, Investments Holdings, EQT Production, Gathering Holdings and EQT Gathering may therefore be deemed to beneficially own securities of the Partnership owned directly by Midstream Investments.

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.