

FRITZ MARTIN A
Form 4
February 26, 2010

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 *
FRITZ MARTIN A

(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)
02/24/2010

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)
Vice President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/24/2010 | | M | | 24,000 A \$ 15.755 | D | |
| Common Stock | 02/24/2010 | | M | | 70,000 A \$ 17.24 | D | |
| Common Stock | 02/24/2010 | | M | | 17,500 A \$ 17.875 | D | |
| Common Stock | 02/24/2010 | | F | | 70,925 (1) D \$ 43.94 | D | |
| Common Stock | | | | | | I | Savings Plan |
| | | | | | | | 3,229 |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 15.755 | 02/24/2010 | | M | 24,000 | 03/14/2002 ⁽²⁾ 03/14/2011 | Common Stock | 24,000 |
| Option (Right to Buy) | \$ 17.24 | 02/24/2010 | | M | 70,000 | 03/12/2003 ⁽³⁾ 03/12/2012 | Common Stock | 70,000 |
| Option (Right to Buy) | \$ 17.875 | 02/24/2010 | | M | 17,500 | 02/27/2004 ⁽⁴⁾ 02/27/2013 | Common Stock | 17,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRITZ MARTIN A 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | | | Vice President | |

Signatures

/s/ Martin A. Fritz 02/26/2010

**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) The shares disposed in this transaction were withheld by the company solely to satisfy the exercise price and tax liability associated with option exercise.
- (2) March 14, 2001 was the grant date of the options. The options vested in three equal tranches, the last of which vested on March 14, 2004.
- (3) March 12, 2002 was the grant date of the options. The options vested in three equal tranches, the last of which vested on March 12, 2005.
- (4) February 27, 2003 was the grant date of the options. The options vested in three equal tranches, the last of which vested on February 27, 2006.

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.