

EQT Corp
Form 4
May 14, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARDNER LEWIS B

(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)

05/12/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel & VP

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	05/12/2015		D ⁽¹⁾	Amount 5,564 (A) or (D)	Price \$ 89.87	12,569	D
Common Stock	05/13/2015		M	Amount 13,700 (A)	Price \$ 54.79	26,269	D
Common Stock	05/13/2015		F	Amount 10,826 (2)	Price \$ 89.7	15,443	D
Common Stock	05/13/2015		S	Amount 2,874 (3)	Price \$ 89.66	12,569	D
Common Stock						10,703	I Savings Plan

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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)

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 or Number of Shares
Option (Right to Buy)	\$ 54.79	05/13/2015		M	13,700	01/01/2013 ⁽⁴⁾ 01/01/2022	Common Stock 13,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARDNER LEWIS B 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222	General Counsel & VP

Signatures

/s/ Jonathan M. Lushko,
Attorney-in-Fact 05/14/2015

__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).

- Mr. Gardner intends to use the net proceeds from this transaction to acquire common units representing limited partner interests in EQT
- (1) GP Holdings, LP (EQGP), a limited partnership formed by EQT Corporation to own EQT Corporation's partnership interests in EQT Midstream Partners, LP.
 - (2) On May 13, 2015, Mr. Gardner exercised 13,700 previously reported stock options. EQT Corporation, consistent with its practice, withheld 10,826 shares to satisfy the tax liability and exercise price associated with these options.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.64 to \$89.66, inclusive. The reporting person undertakes to provide EQT Corporation, any security holder of EQT Corporation, or the staff

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of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (4) January 1, 2012 was the grant date of the options. The options vested in two tranches with 50% vesting on January 1, 2013 and 50% vesting on January 1, 2014.

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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