

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CONTI PHILIP P**

(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)

**Sr. Vice President and CFO**

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 <sup>(1)</sup>	5,564 D	\$ 89.87	123,251	D
Common Stock	05/14/2015		M	28,300 A	\$ 44.84	151,551	D
Common Stock	05/14/2015		F	20,569 (2) D	\$ 90.91	130,982	D
Common Stock	05/14/2015		S	20,504 (3) D	\$ 90.77	110,478	D
Common Stock					3,166	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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(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)	\$ 44.84	05/14/2015		M	28,300	01/01/2012 <sup>(4)</sup> 01/01/2018	Common Stock	28,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTI PHILIP P 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222			Sr. Vice President and CFO	

## 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. Conti intends to use the net proceeds from this transaction to acquire common units representing limited partner interests in EQT GP Holdings, LP (EQGP), a limited partnership formed by EQT Corporation to own EQT Corporation's partnership interests in EQT Midstream Partners, LP.
- On May 14, 2015, Mr. Conti exercised 28,300 previously reported stock options. EQT Corporation, consistent with its practice, withheld 20,569 shares to satisfy the tax liability and exercise price associated with these options.
  - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.76 to \$90.92, 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, 2011 was the grant date of the options. The options vested in two tranches with 50% vesting on January 1, 2012 and 50% vesting on January 1, 2013.

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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