

EQT Corp
 Form 4
 February 18, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONE THERESA Z

(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)
 02/13/2014

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)
 VP Fin and Chief Acct Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount or Price | | |
| Common Stock | 02/13/2014 | | M | | 2,551 A \$ 0 ⁽¹⁾ | 39,305 | D |
| Common Stock | 02/13/2014 | | A | | 3,981 A <u>(2)</u> | 43,286 | D |
| Common Stock ⁽³⁾ | 02/13/2014 | | D | | 2,077 D \$ 95.64 | 41,209 | D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | (4) | 02/13/2014 | | M | 2,551 | 02/13/2014 02/13/2014 | Common Stock | 2,551 |
| Restricted Stock Units | (5) | 02/13/2014 | | A | 3,981 | (6) (6) | Common Stock | 3,981 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BONE THERESA Z 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | | | VP Fin and Chief Acct Officer | |

Signatures

/s/ Jonathan M. Lushko, 02/18/2014
Attorney-in-Fact

**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 13, 2014, 2,551 performance awards under the Company's 2012 Value Driver Award Program (2012 VDA) vested and were paid out in common stock.
- (2) On February 13, 2014, 3,981 performance awards under the Company's 2013 Value Driver Award Program (2013 VDA) vested and were paid out in common stock.
- (3) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of performance awards under the 2012 VDA and 2013 VDA.
- (4) Each Restricted Stock Unit was a confirmed performance award under the Company's 2012 VDA program representing the contingent right to receive one share of Company common stock. On February 13, 2014, the Restricted Stock Units vested and were paid out in

Edgar Filing: EQT Corp - Form 4

common stock.

- (5) Each restricted stock unit is a confirmed performance award under the Company's 2013 VDA program and represents a contingent right to receive one share of Company common stock.
- (6) The restricted stock units will vest and be paid out in common stock during the first quarter 2015 provided that the recipient is employed on the date that the payment is made.

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.