

EQT Corp
Form 4
May 21, 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 *
PORGES DAVID L

(Last) (First) (Middle)

EQT PLAZA, 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)
05/19/2015

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)

Chairman President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 05/19/2015 | | M | | 57,200 A \$ 43.92 | D | |
| Common Stock | 05/19/2015 | | F | | 42,247 (1) D \$ 88.48 | D | |
| Common Stock | 05/19/2015 | | M | | 76,800 A \$ 38.53 | D | |
| Common Stock | 05/19/2015 | | F | | 54,259 (2) D \$ 88.66 | D | |
| Common Stock | 05/19/2015 | | S | | 31,094 (3) D \$ 87.86 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|---------|---------|---|--------------|
| Common Stock | 05/19/2015 | S | 6,400 <u>(4)</u> | D | \$ 88.5 | 473,599 | D | |
| Common Stock | | | | | | 5,911 | I | Savings Plan |

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) | \$ 43.92 | 05/19/2015 | | M | 57,200 | 12/31/2010 ⁽⁵⁾ 01/01/2017 | Common Stock | 57,200 |
| Option (Right to Buy) | \$ 38.53 | 05/19/2015 | | M | 76,800 | 12/31/2010 ⁽⁶⁾ 08/02/2017 | Common Stock | 76,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PORGES DAVID L EQT PLAZA 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | X | | Chairman President & CEO | |

Signatures

/s/ Jonathan M. Lushko,
Attorney-in-Fact

05/21/2015

**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 May 19, 2015, Mr. Porges exercised 57,200 previously reported stock options. EQT Corporation, consistent with its practice, withheld 42,247 shares to satisfy the tax liability and exercise price associated with these options.
- (2) On May 19, 2015, Mr. Porges exercised 76,800 previously reported stock options. EQT Corporation, consistent with its practice, withheld 54,259 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 \$87.43 to \$88.42, inclusive. The reporting person undertakes to provide EQT Corporation, any security holder of EQT Corporation, or the staff 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 footnotes (1) and (2) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.44 to \$88.56, inclusive.
- (5) January 1, 2010 was the grant date of the options. The options vested in three tranches with 50% vesting on December 31, 2010, 25% vesting on December 31, 2011 and 25% vesting on December 31, 2012.
- (6) August 2, 2010 was the grant date of the options. The options vested in three tranches with 50% vesting on December 31, 2010, 25% vesting on December 31, 2011 and 25% vesting on December 31, 2012.

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.