

EQT Corp
 Form 4
 February 13, 2017

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

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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 *
 Smith Jimmi Sue

(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)
 02/09/2017

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)
 Chief Accounting 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) | Price | | |
| Common Stock | 02/09/2017 | | M | 936 | A \$ 0 ⁽¹⁾ | 1,687 | D |
| Common Stock ⁽²⁾ | 02/09/2017 | | F | 295 | D \$ 63.75 | 1,392 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (3) | 02/09/2017 | | M | 936 | 02/09/2017 02/09/2017 | Common Stock | 936 |
| Restricted Stock Units | (4) | 02/09/2017 | | A | 1,430 | (5) (5) | Common Stock | 1,430 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Jimmi Sue 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | | Chief Accounting Officer | |

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact for Jimmi Sue Smith 02/13/2017

**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 9, 2017, 936 performance awards under the Company's 2015 Value Driver Award Program (2015 VDA) vested and were paid out in common stock.
- (2) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2015 VDA.
- (3) Each Restricted Stock Unit was a confirmed performance award under the 2015 VDA representing the contingent right to receive one share of Company common stock. On February 9, 2017, the Restricted Stock Units vested and were paid out in common stock.
- (4) Each Restricted Stock Unit is a confirmed performance award under the Company's 2016 Value Driver Award Program and represents a contingent right to receive in cash the economic equivalent of one share of Company common stock.
- (5) The Restricted Stock Units will vest and be paid out in cash during the first quarter of 2018 provided that the recipient is employed by the Company on the date that the payment is made.

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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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