

EQUITABLE RESOURCES INC /PA/
Form DEFA14A
March 13, 2007

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under Rule 14a-12

Equitable Resources, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |
- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- | | |
|-----|---|
| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |

March 12, 2007

TO: Participants in Equitable Resources, Inc. Employee Savings Plan (401(k) Plan)

Participants in Equitable Resources, Inc. Employee Savings and Protection Plan (401(k) Plan)

Dear Participant:

Enclosed are the proxy solicitation materials prepared for the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on Wednesday, April 11, 2007. Included is a direction card explaining the ways in which you may submit your voting instructions for the vested and unvested shares of Equitable Resources, Inc. common stock held in your 401(k) Plan account.

The shares of Equitable Resources, Inc. common stock in which you hold an interest in the 401(k) Plan are to be voted by Fidelity Management Trust Company (Fidelity), the Plan Trustee, in accordance with your instructions. ***Please note that if your instructions are not received by Thursday, April 5, 2007, the Plan Trustee will vote such uninstructed shares in accordance with the Trust Agreement entered into between Equitable Resources, Inc. and Fidelity.***

Please submit your voting instructions as soon as possible. Thank you.

FIDELITY MANAGEMENT TRUST COMPANY

Boston, Massachusetts

225 North Shore Drive
Pittsburgh, PA 15212-5861

DIRECTION CARD

You are hereby requested to direct the Trustee to vote, with respect to the proposals listed on the other side of this Direction Card, the number of shares of Equitable Resources, Inc. common stock held in your account in the Equitable Resources, Inc. Employee Savings Plan and/or the Employee Savings and Protection Plan (Plans) at the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on April 11, 2007 at 10:30 a.m. local time, in the SpringHill Suites North Shore, 223 Federal Street, Pittsburgh, Pennsylvania, and at any adjournment of such meeting thereof, as follows:

To have the Trustee of the Plans vote in accordance with the Board of Directors' recommendations FOR the election of all nominees for director, FOR the ratification of Ernst & Young LLP as independent registered public accountants, FOR the amendments to the Articles of Incorporation and AGAINST the shareholder proposal, check the corresponding boxes next to the proposals listed on the reverse side of this card. Where a vote is not specified on a returned Direction Card or the Direction Card is not returned, the Trustee of the Plans will vote the shares represented by this Direction Card in proportion to the way other plan participants voted their shares.

A vote FOR the election of nominees listed on the reverse side includes discretionary authority to cumulate votes selectively among the nominees as to whom authority to vote has not been withheld and to vote for a substitute nominee if any nominee becomes unavailable for election for any reason.

If you fail to provide voting instructions, either by telephone, Internet, or by completing, signing and returning this card, your shares will be voted by the Trustee of the Plans in the same manner and proportion as those shares for which the Trustee receives proper and timely instructions.

This Direction Card is solicited on behalf of the Board of Directors of the Company and may be revoked prior to its exercise. The Board of Directors recommends votes FOR the election of all nominees for director, FOR ratification of Ernst & Young LLP as independent registered public accountants, FOR the proposed amendments to the Articles of Incorporation and AGAINST the shareholder proposal.

Please sign and date on the reverse side and return the Direction Card promptly using the enclosed envelope.

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EQUITABLE RESOURCES, INC.

ANNUAL MEETING OF SHAREHOLDERS

WEDNESDAY, APRIL 11, 2007

10:30 A.M.

SPRINGHILL SUITES NORTH SHORE

223 Federal Street

Pittsburgh, PA

YOUR VOTE IS IMPORTANT!

You can vote by Internet, telephone or mail.

See the instructions on the other side of this direction card.

The Board of Directors recommends a vote **FOR** Item 1, **FOR** Item 2, **FOR** Item 3 and **AGAINST** Item 4

1) Election of Directors Term expiring 2010 FOR 0 WITHHELD 0 Nominees: Vicky A. Bailey, Murry S. Gerber, George L. Miles, Jr. and James W. Whalen (INSTRUCTIONS: To withhold authority to vote for a particular	2) Ratify appointment of Ernst & Young LLP as independent registered public accountants FOR 0 AGAINST 0 ABSTAIN 0 4) Shareholder proposal regarding pay for superior performance FOR 0 AGAINST 0 ABSTAIN 0	3) Approve amendments to the Articles of Incorporation FOR 0 AGAINST 0 ABSTAIN 0
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nominee, write that nominee's name in
 the space provided here.)

This Direction Card when properly executed will be voted in the manner directed herein. **If you fail to provide voting instructions, your shares will be voted by the Trustee of the Plans in the same manner and proportion as those shares for which the Trustee receives proper and timely instructions. The Trustee of the Plans is authorized, in accordance with its judgment, to vote upon such other matters as may properly come before the meeting and any adjournments thereof.**

THIS PROXY SHOULD BE SIGNED
 EXACTLY
 AS NAME APPEARS HEREON.

Signature _____ Signature _____ Date _____, 2007

Executors, administrators, trustees, etc. should give full title
 as such.

Mark here if you plan to attend the meeting. Please send Admittance Card.

FOLD AND DETACH HERE

Vote by Internet or Telephone or Mail

24 Hours a Day, 7 Days a Week

Internet and telephone voting is available through 11:59 PM Eastern Time April 2, 2007.

Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner

as if you marked, signed and returned your Direction Card.

INTERNET

<http://www.proxyvoting.com/eqt>

Use the Internet to vote your proxy.
Have your Direction Card in hand
when you access the web site.

TELEPHONE

1-866-540-5760

Use any touch-tone telephone to vote
your proxy. Have your Direction Card
in hand when you call.

OR

If you vote by Internet or by telephone, you do NOT need to mail back your Direction Card.

Mark, Sign and Date your Direction Card and Return it in the Enclosed Postage-Paid Envelope.

To view the 2006 Form 10-K, Annual Report and Proxy Materials online, go to: <http://www.eqt.com>

Choose **MLink** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect** at www.melloninvestor.com/isd where step-by-step instructions will prompt you through enrollment.

March 12, 2007

TO: Equitable Resources, Inc. Holders of Restricted Shares

Dear Participant:

Enclosed are the proxy solicitation materials prepared for the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on Wednesday, April 11, 2007. Included is a card requesting your voting instructions for the restricted shares of Equitable Resources, Inc. common stock held in your Long-Term Incentive Plan account. The shares listed on the attached direction card may not be voted by Internet or telephone. Your instructions must be delivered to the Plan Administrator via the enclosed direction card.

The shares of Equitable Resources, Inc. common stock, which you hold in the above Plan, will be voted by the Plan Administrator in accordance with your instructions. ***Please note that if your instructions are not received by Monday, April 2, 2007, the Plan Administrator will not vote such uninstructed shares.***

Please submit your voting instructions to Jean F. Marks in the enclosed envelope as soon as possible. Thank you.

EQUITABLE RESOURCES, INC.

Pittsburgh, Pennsylvania

225 North Shore Drive
Pittsburgh, PA 15212-5861

DIRECTION CARD

You are hereby requested to direct the Plan Administrator to vote, with respect to the proposals listed on the other side of this Direction Card, the number of shares of Equitable Resources, Inc. common stock held in your account in the Equitable Resources, Inc. 1999 Long-Term Incentive Plan restricted share account (Plan) at the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on April 11, 2007 at 10:30 a.m. local time, in the SpringHill Suites North Shore, 223 Federal Street, Pittsburgh, Pennsylvania, and at any adjournment of such meeting thereof, as follows:

To have the Plan Administrator vote in accordance with the Board of Directors' recommendations FOR the election of all nominees for director, FOR the ratification of Ernst & Young LLP as independent registered public accountants, FOR the amendments to the Articles of Incorporation and AGAINST the shareholder proposal, check the corresponding boxes next to the proposals listed on the reverse side of this card. Where a vote is not specified on a returned Direction Card or the Direction Card is not returned, your shares will not be voted.

A vote FOR the election of nominees listed on the reverse side includes discretionary authority to cumulate votes selectively among the nominees as to whom authority to vote has not been withheld and to vote for a substitute nominee if any nominee becomes unavailable for election for any reason.

This Direction Card is solicited on behalf of the Board of Directors of the Company and may be revoked prior to its exercise. The Board of Directors recommends votes FOR the election of all nominees for director, FOR ratification of Ernst & Young LLP as independent registered public accountants, FOR the amendments to the Articles of Incorporation and AGAINST the shareholder proposal.

Please sign and date on the reverse side and return the Direction Card promptly using the enclosed envelope.

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EQUITABLE RESOURCES, INC.

ANNUAL MEETING OF SHAREHOLDERS

WEDNESDAY, APRIL 11, 2007

10:30 A.M.

SPRINGHILL SUITES NORTH SHORE

223 Federal Street

Pittsburgh, PA

YOUR VOTE IS IMPORTANT!

See the instructions on the other side of this direction card.

The Board of Directors recommends a vote FOR Item 1, FOR Item 2, FOR Item 3 and AGAINST Item 4

<p>1) Election of Directors Term expiring 2010</p> <p>FOR WITHHELD</p> <p>0 0</p> <p>Nominees: Vicky A. Bailey, Murry S. Gerber, George L. Miles, Jr. and James W. Whalen</p> <p>(INSTRUCTIONS: To withhold authority to vote for a particular nominee, write that nominee's name in the space provided here.)</p>	<p>2) Ratify appointment of Ernst & Young LLP as independent registered public accountants</p> <p>FOR AGAINST ABSTAIN</p> <p>0 0 0</p>	<p>3) Approve amendments to the Articles of Incorporation</p> <p>FOR AGAINST ABSTAIN</p> <p>0 0 0</p>
	<p>4) Shareholder proposal regarding pay for superior performance</p> <p>FOR AGAINST ABSTAIN</p> <p>0 0 0</p>	

This Direction Card when properly executed will be voted in the manner directed herein. The Plan Administrator is authorized, in accordance with its judgment, to vote upon such other matters as may properly come before the meeting and any adjournments thereof. If no direction is made, this Direction Card will not be voted.

THIS PROXY SHOULD BE SIGNED EXACTLY AS NAME APPEARS HEREON.

Signature _____ Signature _____ Date _____, 2007
 Executors, administrators, trustees, etc. should give full title as such.

Mark here if you plan to attend the meeting. Please send Admittance Card. **0**

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