

EQT Corp
 Form 4
 May 14, 2015

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 *
GARDNER LEWIS B

(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
 Officer (give title below) ___ Other (specify below)
 General Counsel & VP

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/12/2015		D ⁽¹⁾	V	5,564 \$ 89.87	D	
Common Stock	05/13/2015		M		13,700 \$ 54.79	D	
Common Stock	05/13/2015		F		10,826 ⁽²⁾ \$ 89.7	D	
Common Stock	05/13/2015		S		2,874 ⁽³⁾ \$ 89.66	D	
Common Stock					10,703	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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SEC 1474
(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)	\$ 54.79	05/13/2015		M	13,700	01/01/2013 ⁽⁴⁾ 01/01/2022	Common Stock	13,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER LEWIS B 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222			General Counsel & VP	

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact
Date: 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. Gardner intends to use the net proceeds from this transaction to acquire common units representing limited partner interests in EQT (1) GP Holdings, LP (EQGP), a limited partnership formed by EQT Corporation to own EQT Corporation's partnership interests in EQT Midstream Partners, LP.

(2) On May 13, 2015, Mr. Gardner exercised 13,700 previously reported stock options. EQT Corporation, consistent with its practice, withheld 10,826 shares to satisfy the tax liability and exercise price associated with these options.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.64 to \$89.66, 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, 2012 was the grant date of the options. The options vested in two tranches with 50% vesting on January 1, 2013 and 50% vesting on January 1, 2014.

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.