QUESTAR CORP Form 4

September 19, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

DOWNES LAURENCE M			Symbol	Issuer			
			QUESTAR CORP [STR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
333 SOUTH	STATE STR	EET	(Month/Day/Year) 09/16/2016	X Director Officer (give title below)	e 10% Owner Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint	/Group Filing(Check		

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SALT LAKE CITY, UT 84145-0433

1. Name and Address of Reporting Person *

(City)	(State) (2	Table Table	e I - Non-De	erivative S	ecurities	s Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securition(A) or Dis	•		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 5)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A)		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	or (D) F	Price	(Instr. 3 and 4)		
Common Stock	09/16/2016		D	14,065	D \$	\$ 25	0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	n/Day/Year) Execution Date, if TransactiorDerivative any Code Acquired (Month/Day/Year) (Instr. 8) Disposed		ive Securities ed (A) or	e Securities Expiration Date (A) or (Month/Day/Year) of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units	\$ 0 (1)	09/16/2016		D	10	0,883.0329	(2)	(2)	Phantom Stock Units (3)	10,88
Phantom Stock Units	(1)	09/16/2016		D	1′	7,082.5665	(2)	(2)	Phantom Stock Units (4)	17,08
Restricted Stock Unit	<u>(5)</u>	09/16/2016		D	13	3,175.5205	(6)	(6)	Common Stock	13,17

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DOWNES LAURENCE M 333 SOUTH STATE STREET SALT LAKE CITY, UT 84145-0433	X						

Signatures

Julie A. Wray, 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) Each phantom stock unit is the economic equivalent of one share of common stock. The shares of phantom stock become payable at the election of the reporting person, upon the reporting person's termination of service as a director.
- Phantom Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment (2) with Questar, but each Phantom Stock Unit is being settled in connection with the Merger for an amount equal to the Merger consideration of \$25 per share.
- (3) I have been granted restricted phantom stock under Questar's Long-term Stock Incentive Plan. Such units are credited with dividends.
- (4) I defer my director's fees, and such fees are accounted for in phantom stock units that are credited with dividends.
- (5) Each deferred restricted stock unit represents a contingent right to receive one share of common stock.
- Restricted Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment (6) with Questar, but each Restricted Stock Unit is being settled in connection with the Merger for an amount equal to the Merger consideration of \$25 per share.

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.

Reporting Owners 2