

QUESTAR CORP
Form 4
September 19, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMSON BRUCE A

(Last) (First) (Middle)

333 SOUTH STATE STREET

(Street)

SALT LAKE CITY, UT 84145

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
QUESTAR CORP [STR]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2016

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)

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)
Common Stock	09/16/2016		D	28,000	D \$ 25 0	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ 0 ⁽¹⁾	09/16/2016		D	59,616.8959	⁽²⁾	⁽²⁾	Phantom Stock Units ⁽³⁾	59,616.8959
Phantom Stock Units	⁽¹⁾	09/16/2016		D	58,814.2669	⁽²⁾	⁽²⁾	Phantom Stock Units ⁽⁴⁾	58,814.2669
Restricted Stock Unit	⁽⁵⁾	09/16/2016		D	13,175.521	⁽⁶⁾	⁽⁶⁾	Common Stock	13,175.521

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMSON BRUCE A 333 SOUTH STATE STREET SALT LAKE CITY, UT 84145	X

Signatures

Julie A. Wray, Attorney
in Fact 09/19/2016

__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.

(2) Phantom Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment 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.

(6) Restricted Stock Units were to be settled in shares of Questar common stock following the reporting person's termination of employment 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.