PETRELLI CHARLENE

Form 4

January 03, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or 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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PETRELLI CHARLENE			2. Issuer Name and Ticker or Trading Symbol EQT Corp [EQT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
EQT PLAZA, 625 LIBERTY AVENUE, SUITE 1700		TY	(Month/Day/Year) 12/31/2012	Director 10% Owner _X Officer (give title Other (specify below) VP & Chief HR Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PITTSBURGH, PA 15222			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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 ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or			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	12/31/2012		M	17,049	A	(1)	30,450	D		
Common Stock (2)	12/31/2012		D	2,509	D	\$ 58.98	27,941	D		
Common Stock	12/31/2012		A	5,511	A	<u>(3)</u>	33,452	D		
Common Stock (4)	12/31/2012		F	8,665	D	\$ 58.98	24,787	D		
Common Stock							2,347	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units (5)	\$ 0	12/31/2012		M		13,434	12/31/2012	12/31/2012	Common Stock	13
Restricted Stock Units (6)	\$ 0	12/31/2012		M		3,615	12/31/2012	12/31/2012	Common Stock	3,
Option (Right to Buy) (7)	\$ 58.98	01/01/2013		A	12,700		01/01/2014	01/01/2023	Common Stock	12

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETRELLI CHARLENE EQT PLAZA 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222

VP & Chief HR Officer

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact 01/03/2013

**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) Represents restricted stock units under the Company's 2010 Stock Incentive Award Program (2010 SIA) and 2011 Value Driver Award Program (2011 VDA). On December 31, 2012, awards under the 2010 SIA vested and were paid out in common stock and awards under

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the 2011 VDA vested and were paid out in cash.

- (2) Represents cash settlement of 2011 VDA awards.
- (3) On December 31, 2012, performance share units under the 2010 Executive Performance Incentive Program (2010 EPIP) vested and were paid out in common stock.
- (4) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2010 SIA, 2011 VDA and 2010 EPIP.
- Each Restricted Stock Unit was a confirmed performance award under the Company's 2010 SIA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the Restricted Stock Units vested and were paid out in common stock.
- Each Restricted Stock Unit was a confirmed performance award under the Company's 2011 VDA program representing the contingent right to receive one share of Company common stock. On December 31, 2012, the restricted stock units vested and were paid out in cash.
- (7) 50% of the award is exercisable on the date listed in the "Date Exercisable" column. The remaining 50% is exercisable on the first anniversary of such date listed.

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.