EQT Midstream Partners, LP Form 4 February 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **EQT Corp** Issuer Symbol EQT Midstream Partners, LP [EQM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director X 10% Owner Other (specify Officer (give title 625 LIBERTY AVENUE, SUITE 02/17/2015 below) 1700 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting PITTSBURGH, PA 15222 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 7. Nature of 3. 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) See Common 02/17/2015 \mathbf{C} 17,339,718 <u>(1)</u> 21,299,670 I Footnote Α Units (2)(3)

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	Securi (A) or (D)	mber of ative ities Acquired Disposed of 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Sharo
Subordinated Units representing limited partner interests	Œ	02/17/2015		C		17,339,718	<u>(1)</u>	<u>(1)</u>	Common Units	17,3

Reporting Owners

Reporting Owner Name / Address		Relationships					
Reporting Owner Name / Nauress	Director	10% Owner	Officer	Other			
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X					
EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222		X					
EQT Gathering, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X					
EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X					
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X					
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109		X					

Signatures

/s/ Randall L. Crawford, President of EQT Gathering, LLC, the sole member of EQT Midstream Investments, LLC		
**Signature of Reporting Person	Date	
/s/ Randall L. Crawford, President of EQT Gathering, LLC	02/19/2015	
**Signature of Reporting Person	Date	

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/s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC	02/19/2015
**Signature of Reporting Person	Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company	02/19/2015
**Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	02/19/2015
**Signature of Reporting Person	Date
/s/ Philip P. Conti, Senior Vice President and CFO of EQT Corporation	02/19/2015
**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).
- On February 17, 2015, pursuant to the terms of the First Amended and Restated Agreement of Limited Partnership of EQT Midstream

 Partners, LP (Partnership), as amended, the 17,339,718 subordinated units acquired by EQT Midstream Investments, LLC in the Partnership's initial public offering converted into common units of the Partnership on a one-for-one basis for no additional consideration, resulting in the acquisition of 17,339,718 common units of the Partnership. The subordinated units had no expiration date.
 - This Form 4 is being filed jointly by EQT Corporation (EQT), EQT Midstream Investments, LLC (Midstream Investments), EQT Investments Holdings, LLC (Investments Holdings), EQT Production Company (EQT Production), EQT Gathering Holdings, LLC (Cethering Holdings), LLC (FOT Cethering). The geometries of the Portreaching are available to the Midstream Investments (Investments) and EQT Cethering LLC (FOT Cethering).
- (2) (Gathering Holdings) and EQT Gathering, LLC (EQT Gathering). The securities of the Partnership are owned directly by Midstream Investments. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings is the sole stockholder of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings.
- Gathering Holdings directly owns 100% of the outstanding membership interests of EQT Gathering. EQT Gathering directly owns 100% of the outstanding membership interests of Midstream Investments. EQT, Investments Holdings, EQT Production, Gathering Holdings and EQT Gathering may therefore be deemed to beneficially own securities of the Partnership owned directly by Midstream Investments.

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.

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