

Rice Daniel J. IV
 Form 4
 November 15, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rice Daniel J. IV

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)
 625 LIBERTY AVENUE, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15222

(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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/13/2017		A		125,624 (1)	D	
Common Stock	11/13/2017		A		307,904 (2)	D	

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

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 (9-02)

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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 Underlying Sec (Instr. 3 and 4)
Deferred Compensation-Phantom Units	(3)	11/13/2017		A	380	(4) (4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Daniel J. IV 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	X			

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact for Daniel J. Rice IV 11/15/2017

**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 November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and among Rice Energy Inc. ("Rice"), EQT Corporation (the "Company") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into Rice (the "Merger"), with Rice continuing as the surviving entity and as a wholly owned indirect subsidiary of the

(1) Company. Pursuant to the Merger Agreement, each share of Rice common stock issued and outstanding converted into the right to receive: (A) 0.37 shares of Company common stock, and (B) \$5.30 in cash, without interest (the "Merger Exchange"). As a result of the Merger Exchange, the Reporting Person received the Company common stock reported on Table I in exchange for 339,524 shares of Rice common stock.

Pursuant to the Merger Agreement, each outstanding award of performance stock units (each, a "Rice PSU") granted pursuant to Rice's 2014 Long-Term Incentive Plan (the "Rice LTIP") became vested and performance conditions in respect of such awards were deemed satisfied at the maximum performance level specified in the applicable Rice PSU award, and each outstanding award of restricted stock units (each, a "Rice RSU") granted pursuant to the Rice LTIP became vested. The Rice PSUs and Rice RSUs were converted into Rice common stock on a one-for-one basis upon the closing of the Merger and will be settled following the closing, subject to the effectiveness of the Reporting Person's release of claims in favor of the Company. At such time, the Reporting Person intends to file an amended Form 4 to reflect such effectiveness and the tax withholding associated with the shares reported on this Form 4.

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- (3) Each phantom unit is the economic equivalent of one share of common stock.
- (4) Award represents compensation that is deferred until retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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