

EQT Midstream Partners, LP
 Form 4
 March 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
 EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EQT Midstream Partners, LP [EQM]

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

03/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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)
			Code	V	Amount	(A) or (D)	Price
Common Units	03/17/2015		J ⁽¹⁾⁽²⁾		511,973	A	⁽¹⁾ ⁽²⁾
					21,811,643	I	See Footnotes ⁽¹⁾ ⁽²⁾

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering, LLC, the sole member of EQT Midstream Investments, LLC

03/19/2015

**Signature of Reporting Person

Date

/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering, LLC

03/19/2015

**Signature of Reporting Person

Date

