

Smith David Joseph
 Form 4
 February 19, 2019

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 *
 Smith David Joseph

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)
 02/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Human Resources

(Street)
 PITTSBURGH, PA 15222

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

(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)	
				(A) or (D)	Price			
Common Stock	02/14/2019		M	2,766	A	11	25,376	D
Common Stock	02/14/2019		D	2,766	D	\$ 18.89	22,610	D
Common Stock	02/14/2019		A	3,764	A	12	26,374	D
Common Stock ⁽³⁾	02/14/2019		F	1,072	D	\$ 18.2	25,302	D
Common Stock							18,143	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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(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. 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	02/14/2019		M	2,766	02/14/2019 02/14/2019	Common Stock	2,766
Restricted Stock Units	(4)	02/14/2019		A	3,048	(5) (5)	Common Stock	3,048

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith David Joseph
625 LIBERTY AVENUE, SUITE 1700
PITTSBURGH, PA 15222

SVP, Human Resources

Signatures

/s/ Patrick J. OMalley as Attorney-in-Fact for David J. Smith

02/19/2019

__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).

Each Restricted Stock Unit was a confirmed performance award under the 2017 Value Driver Award Program (2017 VDA) representing a

- (1) contingent right to receive in cash the economic equivalent of one share of Company common stock. On February 14, 2019, the Restricted Stock Units vested and were paid out in cash based on the closing price of Company common stock on December 31, 2018.
- (2) On February 14, 2019, performance awards under the Company's 2016 Incentive Performance Share Unit Program (2016 IPSUP) vested and were paid out in common stock.

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- (3) The Company, consistent with its practice, withheld shares to satisfy the tax liability associated with the vesting and payout of awards under the 2016 IPSUP.
- (4) Each Restricted Stock Unit is a confirmed performance award under the Company's 2018 Value Driver Award Program (2018 VDA) and represents a contingent right to receive in cash the economic equivalent of one share of Company common stock.
- (5) The Restricted Stock Units will vest and be paid out in cash during the first quarter of 2020 provided that the recipient is employed by the Company on the date that the payment is made.

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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