

EQT Midstream Partners, LP
 Form 4
 May 09, 2014

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 *
 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)
 05/07/2014

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) ___X___ Other (specify below)
 Director by deputization

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	05/07/2014		J(1)(2)		516,050	A	<u>(1)</u> <u>(2)</u>
					3,959,952	I	See Footnotes <u>(1)</u> <u>(2)</u>

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. 5)
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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		Director by deputization
EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222		X		Director by deputization
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109		X		Director by deputization
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		Director by deputization
EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		Director by deputization
EQT Gathering, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		Director by deputization

Signatures

/s/ Philip P. Conti, Senior Vice President and CFO of EQT Corporation 05/07/2014
__Signature of Reporting Person Date

/s/ Randall L. Crawford, President of EQT Gathering, LLC, the sole member of EQT Midstream Investments, LLC 05/07/2014
__Signature of Reporting Person Date

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/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	05/07/2014
**Signature of Reporting Person	Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company	05/07/2014
**Signature of Reporting Person	Date
/s/ Randall L. Crawford, President of EQT Gathering, LLC	05/07/2014
**Signature of Reporting Person	Date
/s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC	05/07/2014
**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) 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 (Gathering Holdings) and EQT Gathering, LLC (EQT Gathering) in connection with the sale of certain midstream assets by EQT to EQT Midstream Partners, LP (Issuer) pursuant to that certain Contribution Agreement by and among the Issuer, EQT Midstream Services, LLC, (General Partner), EQM Gathering Opco, LLC and EQT Gathering, dated April 30, 2014, in which the Issuer acquired certain midstream assets for aggregate consideration of approximately \$1.18 billion, consisting of (i) a \$1.12 billion cash payment, (ii) 516,050 common units of the Issuer issued to Midstream Investments and (iii) 262,828 general partner units of the Issuer issued to the General Partner.
- (2) The common units of the Issuer are owned directly by Midstream Investments. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production owns 100% of the membership interests of Gathering Holdings. Gathering Holdings owns 100% of the membership interests of EQT Gathering. EQT Gathering directly owns 100% of the membership interests of Midstream Investments. EQT, Investments Holdings, EQT Production, Gathering Holdings and EQT Gathering may therefore be deemed to beneficially own common units of the Issuer 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.