

QEP Midstream Partners, LP
Form 4
August 22, 2013

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 *
QEP RESOURCES, INC.

2. Issuer Name and Ticker or Trading Symbol
QEP Midstream Partners, LP
[QEPM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1050 17TH STREET, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Refer to footnote (1)

DENVER, CO 80265

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Units (Limited Partnership Interests) | 08/21/2013 | | D ⁽¹⁾ | | \$ 1,500,000 19.74 ⁽²⁾ | I ⁽¹⁾ | By Field Services |
| | | | | | 5,201,750 ⁽¹⁾ | | |

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|-----------------------|
| | Director | 10% Owner | Officer | Other | |
| QEP RESOURCES, INC. 1050 17TH STREET, SUITE 500 DENVER, CO 80265 | X | X | | | Refer to footnote (1) |
| QEP Midstream Partners, LP 1050 17TH STREET, SUITE 500 DENVER, CO 80265 | | | | | Refer to footnote 1 |
| QEP Field Services Co 1050 17TH STREET, SUITE 500 DENVER, CO 80265 | X | X | | | |

Signatures

/s/ Abigail L. Jones 08/22/2013

**Signature of Reporting Person

Date

/s/ Abigail L. Jones 08/22/2013

**Signature of Reporting Person

Date

/s/ Abigail L. Jones 08/22/2013

**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).

This Form 4 is filed jointly by QEP Resources, Inc. ("QEP Resources"), QEP Field Services Company ("Field Services") and QEP Midstream Partners GP, LLC, the general partner of the Issuer (the "General Partner") to reflect the redemption by the Issuer of common units from Field Services in connection with the underwriters' partial exercise of the over-allotment option for the initial public offering under the Issuer's Registration Statement on Form S-1 (Registration No. 333-188487). Field Services and the General Partner are wholly owned indirect subsidiaries of QEP Resources. QEP Resources may be deemed to indirectly own the securities of the Issuer held by Field Services and the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

(1)

(2) Represents the public offering price of \$21.00 per common unit less the underwriter's discount of \$1.26 per common unit.

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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