

EQUITABLE RESOURCES INC /PA/
Form 8-K
March 18, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) **March 15, 2005**

EQUITABLE RESOURCES, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA
(State or other jurisdiction of
incorporation)

1-3551
(Commission File
Number)

25-0464690
(IRS Employer
Identification No.)

One Oxford Centre, Suite 3300, 301 Grant Street, Pittsburgh, Pennsylvania
(Address of Principal Executive Offices)

15219
(Zip Code)

Registrant's telephone number, including area code **(412) 553-5700**

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NONE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01

Regulation FD Disclosure

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Murry S. Gerber, Chairman, President and Chief Executive Officer of the Company has purchased 77,757 net Equitable shares through the exercise of 153,000 options which were granted in 1998, and were set to expire in May and July 2005. Mr. Gerber surrendered 37,615 previously owned shares to cover the exercise price and 37,628 previously owned shares to pay taxes.

After this exercise, Mr. Gerber's holdings are:

| | |
|--------------------------------------|-----------|
| Options | 1,435,000 |
| Common Shares | 173,711 |
| Restricted Shares | 62,268 |
| Share Equivalent Units* | 248,618 |
| Contingent performance share units** | 300,000 |

With this transaction, Mr. Gerber continues to have stock holdings which significantly exceed the Company's stock ownership guidelines of eight times base salary.

* Employee Deferred Compensation Plan Share Equivalent Units

** Contingent performance share units issued under the 2003 and 2005 executive performance incentive program

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

EQUITABLE RESOURCES, INC.
(Registrant)

By

/s/ Philip P. Conti
Philip P. Conti
**Vice President and
Chief Financial Officer**

Date: March 17, 2005