

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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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)
 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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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		
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

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/s/ Daniel A. Greenblatt, Treasurer of EQT Gathering Holdings, LLC ____Signature of Reporting Person	03/19/2015 Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company ____Signature of Reporting Person	03/19/2015 Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC ____Signature of Reporting Person	03/19/2015 Date
/s/ Daniel A. Greenblatt, Treasurer of EQT Corporation ____Signature of Reporting Person	03/19/2015 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) effective March 17, 2015 pursuant to that certain Contribution and Sale Agreement dated March 10, 2015 by and among the Issuer, EQT Midstream Services, LLC (General Partner), EQM Gathering Opco, LLC, EQT Gathering, EQT Energy Supply Holdings, LP, EQT Energy, LLC, and EQT, in exchange for aggregate consideration of approximately \$925.7 million, consisting of (i) an approximately \$873.2 million cash payment, (ii) 511,973 common units of the Issuer issued to Midstream Investments and (iii) 178,816 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 owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings. Gathering Holdings directly owns 100% of the outstanding membership interests of EQT Gathering. EQT Gathering directly owns 100% of the outstanding 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.

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