

EQUITABLE RESOURCES INC /PA/
Form DEFA14A
March 10, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Equitable Resources, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

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 control number.

March 10, 2006

TO: Equitable Resources, Inc. Holders of Restricted Shares

Dear Participant:

Enclosed are the proxy solicitation materials prepared for the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on Wednesday, April 12, 2006. Included is a card requesting your voting instructions for the restricted shares of Equitable Resources, Inc. common stock held in your Long-Term Incentive Plan account. The shares listed on the attached direction card may not be voted by Internet or telephone. Your instructions must be delivered to the Plan Administrator via the enclosed direction card.

The shares of Equitable Resources, Inc. common stock, which you hold in the above Plan, will be voted by the Plan Administrator in accordance with your instructions. ***Please note that if your instructions are not received by Saturday, April 1, 2006, the Administrator will not vote such uninstructed shares.***

Please submit your voting instructions to Jean F. Marks in the enclosed envelope as soon as possible. Thank you.

EQUITABLE RESOURCES, INC.

Pittsburgh, Pennsylvania

225 North Shore Drive
Pittsburgh, PA 15212-5861

DIRECTION CARD

You are hereby requested to direct the Plan Administrator to vote, with respect to the proposals listed on the other side of this Direction Card, the number of shares of Equitable Resources, Inc. common stock held in your account in the Equitable Resources, Inc. 1999 Long-Term Incentive Plan restricted share account (Plan) at the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on April 12, 2006 at 10:30 a.m. local time, in the SpringHill Suites North Shore, 223 Federal Street, Pittsburgh, Pennsylvania, and at any adjournment of such meeting thereof, as follows:

To have the Administrator of the Plan vote in accordance with the Board of Directors' recommendations FOR the election of all nominees for director, FOR the ratification of Ernst & Young LLP as independent registered public accountants and FOR the amendment and continuation of the Equitable Resources, Inc. Executive Short-Term Incentive Plan, check the boxes FOR the proposals listed on the reverse side of this card. Where a vote is not specified on a returned Direction Card or the Direction Card is not returned, your shares will not be voted.

A vote FOR the election of nominees listed on the reverse side includes discretionary authority to cumulate votes selectively among the nominees as to whom authority to vote has not been withheld and to vote for a substitute nominee if any nominee becomes unavailable for election for any reason.

This Direction Card is solicited on behalf of the Board of Directors of the Company and may be revoked prior to its exercise. The Board of Directors recommends votes FOR the election of all nominees for director, FOR ratification of Ernst & Young LLP as independent registered public accountants and FOR the amendment and continuation of the Equitable Resources, Inc. Executive Short-Term Incentive Plan.

Please sign and date on the reverse side and return the Direction Card promptly using the enclosed envelope.

Address Change/Comments (Mark the corresponding box on the reverse side)

FOLD AND DETACH HERE

EQUITABLE RESOURCES, INC.

ANNUAL MEETING OF SHAREHOLDERS

WEDNESDAY, APRIL 12, 2006

10:30 A.M.

SPRINGHILL SUITES NORTH SHORE

223 Federal Street

Pittsburgh, PA

YOUR VOTE IS IMPORTANT!

See the instructions on the other side of this proxy card.

The Board of Directors recommends a vote FOR Item 1, Item 2 and Item 3

Please
Mark Here **O**
for Address
Change or
Comments
SEE REVERSE SIDE

| | | | | FOR | AGAINST | ABSTAIN | | |
|---|--|-------------------------|--------------------------------|---|--------------------------------|--------------------------------|--|--------------------|
| 1. | Election of Directors Term expiring 2009 | | | | | | | Mark here if you |
| | | | | <input type="radio"/> O | <input type="radio"/> O | <input type="radio"/> O | | plan to attend the |
| | Nominees: | | | | | | | meeting. Please |
| | 01 | Thomas A. McConomy, | FOR | | | | | send Admittance |
| | 02 | Barbara S. Jeremiah and | <input type="radio"/> O | | <input type="radio"/> O | | | Card. |
| | 03 | Lee T. Todd, Jr., Ph.D. | | | | <input type="radio"/> O | | |
| | | | | | | | | |
| (INSTRUCTIONS: To withhold authority to vote for a particular nominee, write that nominee's name in the space provided here.) | | | | This Direction Card when properly executed will be voted in the manner directed herein. The Administrator | | | | |
| | | | | of the Plans is authorized, in accordance with its judgment, to vote upon such other matters as may properly come | | | | |
| | | | | before the meeting and any adjournments thereof. If no direction is made, this Direction Card will not be voted. | | | | |

Signature _____ Signature _____ THIS PROXY SHOULD BE SIGNED EXACTLY AS NAME APPEARS HEREON. Date _____, 2006

FOLD AND DETACH HERE

To view the 2005 Form 10-K, Annual Report and Proxy Materials online, go to: <http://www.eqt.com>

March 10, 2006

TO: Participants in Equitable Resources, Inc. Employee Savings Plan (401(k) Plan)

Participants in Equitable Resources, Inc. Employee Savings and Protection Plan (401(k) Plan)

Dear Participant:

Enclosed are the proxy solicitation materials prepared for the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on Wednesday, April 12, 2006. Included is a direction card explaining the ways in which you may submit your voting instructions for the vested and unvested shares of Equitable Resources, Inc. common stock held in your 401(k) Plan account.

The shares of Equitable Resources, Inc. common stock in which you hold an interest in the 401(k) Plan are to be voted by Fidelity Management Trust Company (Fidelity), the Plan Trustee, in accordance with your instructions. ***Please note that if your instructions are not received by Friday, April 7, 2006, the Plan Trustee will vote such uninstructed shares in accordance with the Trust Agreement entered into between Equitable Resources, Inc. and Fidelity.***

Please submit your voting instructions as soon as possible. Thank you.

FIDELITY MANAGEMENT TRUST COMPANY

Boston, Massachusetts

225 North Shore Drive
Pittsburgh, PA 15212-5861

DIRECTION CARD

You are hereby requested to direct the Trustee to vote, with respect to the proposals listed on the other side of this Direction Card, the number of shares of Equitable Resources, Inc. common stock held in your account in the Equitable Resources, Inc. Employee Savings Plan and/or the Employee Savings and Protection Plan (Plans) at the Annual Meeting of Shareholders of Equitable Resources, Inc. to be held on April 12, 2006 at 10:30 a.m. local time, in the SpringHill Suites North Shore, 223 Federal Street, Pittsburgh, Pennsylvania, and at any adjournment of such meeting thereof, as follows:

To have the Trustee of the Plans vote in accordance with the Board of Directors' recommendations FOR the election of all nominees for director, FOR the ratification of Ernst & Young LLP as independent registered public accountants and FOR the amendment and continuation of the Equitable Resources, Inc. Executive Short-Term Incentive Plan, check the boxes FOR the proposals listed on the reverse side of this card. Where a vote is not specified on a returned Direction Card, the Trustee of the Plans will vote the shares represented by this Direction Card in proportion to the way other plan participants voted their shares.

A vote FOR the election of nominees listed on the reverse side includes discretionary authority to cumulate votes selectively among the nominees as to whom authority to vote has not been withheld and to vote for a substitute nominee if any nominee becomes unavailable for election for any reason.

If you fail to provide voting instructions, either by telephone, Internet, or by completing, signing and returning this card, your shares will be voted by the Trustee of the Plans in the same manner and proportion as those shares for which the Trustee receives proper and timely instructions.

This Direction Card is solicited on behalf of the Board of Directors of the Company and may be revoked prior to its exercise. The Board of Directors recommends votes FOR the election of all nominees for director, FOR ratification of Ernst & Young LLP as independent registered public accountants and FOR the amendment and continuation of the Equitable Resources, Inc. Executive Short-Term Incentive Plan.

Please sign and date on the reverse side and return the Direction Card promptly using the enclosed envelope.

Address Change/Comments (Mark the corresponding box on the reverse side)

FOLD AND DETACH HERE

EQUITABLE RESOURCES, INC.

ANNUAL MEETING OF SHAREHOLDERS

WEDNESDAY, APRIL 12, 2006

10:30 A.M.

SPRINGHILL SUITES NORTH SHORE

223 Federal Street

Pittsburgh, PA

YOUR VOTE IS IMPORTANT!

**You can vote by Internet, telephone or mail.
See the instructions on the other side of this proxy card.**

The Board of Directors recommends a vote FOR Item 1, Item 2 and Item 3

Please Mark Here for Address Change or Comments SEE REVERSE SIDE

| | | | | | | | | | | | |
|---|--|--|-----------------------|--|---|-------------------------------------|-----------------------|-----------------------|-----------------------|------------------------------------|-----------------------|
| | | | | | | FOR | AGAINST | ABSTAIN | | | |
| 1. | Election of Directors Term expiring 2009 | | | | 2. | Ratify Appointment of Ernst & Young | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | Mark here if you | <input type="radio"/> |
| | | | | | | LLP as independent registered | | | | plan to attend the | |
| | Nominees: | | | | | public accountants | | | | meeting. Please | |
| 01 | Thomas A. McConomy, | | FOR | | WITHHELD | | FOR | AGAINST | ABSTAIN | send Admittance | |
| 02 | Barbara S. Jeremiah and | | <input type="radio"/> | | <input type="radio"/> | 3. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | Card. | |
| 03 | Lee T. Todd, Jr., Ph.D. | | | | | | | | | Consider and approve the amendment | |
| | | | | | | | | | | and continuation of the Executive | |
| | | | | | | | | | | Short-Term Incentive Plan | |
| (INSTRUCTIONS: To withhold authority to vote for a particular nominee, write that nominee's name in the space provided here.) | | | | | This Direction Card when properly executed will be voted in the manner directed herein. If you fail to provide voting | | | | | | |
| | | | | | instructions, your shares will be voted by the Trustee of the Plans in the same manner and proportion as those shares | | | | | | |
| | | | | | for which the Trustee receives proper and timely instructions. The Trustee of the Plans is authorized, in accordance with its judgment, to vote upon such other matters as may properly come before the meeting and any adjournments thereof. | | | | | | |

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| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|

THIS PROXY SHOULD BE SIGNED EXACTLY AS NAME APPEARS HEREON. Date, 2006

Signature Executives, administrators, trustees, etc. should give full title as such.

Signature

FOLD AND DETACH HERE

Vote by Internet or Telephone or Mail

24 Hours a Day, 7 Days a Week

**Internet and telephone voting is available through 11:59 PM Eastern Time
April 7, 2006.**

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner
as if you marked, signed and returned your proxy card.**

Internet

<http://www.proxyvoting.com/eqt>

Use the Internet to vote your proxy.
Have your direction card in hand when you
access the web site.

Telephone

1-866-540-5760

OR Use any touch-tone telephone to vote
your proxy. Have your proxy card in
hand when you call.

Mail

OR Mark, sign and date your proxy card and
return it in the enclosed postage-paid
envelope.

**If you vote your proxy by Internet or by telephone,
you do NOT need to mail back your proxy card.**

To view the 2005 Form 10-K, Annual Report and Proxy

Materials online, go to: <http://www.eqt.com>
