

EQT Midstream Partners, LP
 Form 4
 July 24, 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 *
 EQT Corp

2. Issuer Name and Ticker or Trading Symbol
 EQT Midstream Partners, LP [EQM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 625 LIBERTY AVENUE, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2013

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)

Director by deputization

(Street)

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

PITTSBURGH, PA 15222

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	07/22/2013		A		479,184	A	(2)
					3,443,902	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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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 Reporting Transaction (Instr. 6)
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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

Signatures

/s/ Philip P. Conti, Senior Vice President and CFO, EQT Corporation	07/24/2013
__Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	07/24/2013
__Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC, the sole member of EQT Midstream Investments, LLC	07/24/2013
__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).
- (1) This Form 4 is being filed jointly by EQT Midstream Investments, LLC ("Midstream Investments"), EQT Investments Holdings, LLC ("Investments Holdings") and EQT Corporation ("EQT" and together with Midstream Investments and Investments Holdings, the "Reporting Persons"). The securities 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 outstanding membership interests of Midstream Investments. EQT and Investments Holdings may therefore be deemed to beneficially own securities of the Issuer

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owned directly by Midstream Investments.

- In connection with the closing of the merger of a wholly-owned subsidiary of Investments Holdings with and into a subsidiary of the Issuer pursuant to that certain Agreement and Plan of Merger, by and among the Issuer, EQT Midstream Services, LLC (the "General Partner"), Equitrans, L.P., Investments Holdings and Sunrise Pipeline, LLC, dated July 15, 2013, the Issuer acquired certain midstream assets for aggregate consideration of approximately \$540 million, consisting of (i) a \$507.5 million cash payment, (ii) 479,184 common units of the Issuer issued to Midstream Investments and (iii) 267,942 general partner units of the Issuer issued to the General Partner.

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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