

EQT Midstream Partners, LP
Form 3
June 26, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
EQT Corp		(Month/Day/Year)	EQT Midstream Partners, LP [EQM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
625 LIBERTY AVENUE, SUITE 1700		06/26/2012	(Check all applicable)	
(Street)			☐ Director ☐ Officer (give title below)	☒ 10% Owner ☐ Other (specify below)
PITTSBURGH, PA 15222			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partner interests	0 <u>(1)</u> <u>(2)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

Persons who 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (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 Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109	^	^ X	^	^
EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222	^	^ X	^	^

Signatures

/s/ Philip P. Conti, Senior Vice President and Chief Financial Officer, EQT Corporation	06/26/2012
_____ **Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	06/26/2012
_____ **Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC, the sole member of EQT Midstream Investments, LLC	06/26/2012
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 3 is being filed jointly by EQT Midstream Investments, LLC ("Midstream Investments"), EQT Investments Holdings, LLC ("Investments Holdings") and EQT Corporation ("EQT") in connection with the effectiveness of the Issuer's Registration Statement on
- (1) Form S-1 (File No. 333-179487). 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 owned directly by Midstream Investments.
- (2) As of June 26, 2012, Midstream Investments owns a 98% limited partner interest in the Issuer.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential 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 number.