

QUESTAR CORP  
Form 10-K/A  
November 15, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**  
**Amendment No.1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Year Ended December 31, 2009**

**QUESTAR CORPORATION**

(Exact name of registrant as specified in its charter)

<b><u>STATE OF UTAH</u></b>	<b><u>001-08796</u></b>	<b><u>87-0407509</u></b>
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)

**180 East 100 South, P.O. Box 45433, Salt Lake City, Utah 84145-0433**

(Address of principal executive offices)

Registrant's telephone number: **(801) 324-5699**

Securities registered pursuant to Section 12(b) of the Act:

Common stock without par value

The above Securities are listed on the New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes

No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. (June 30, 2009): \$5.4 billion. Calculated by excluding all shares held by directors and executive officers of the registrant and three nonprofit foundations established by the registrant without conceding that all such persons are affiliates for purposes of federal securities laws.

At January 31, 2010, there were 174,644,902 shares of the registrant's common stock without par value outstanding.

Documents Incorporated by Reference:

Portions of the registrant's definitive Proxy Statement (the "Proxy Statement"), filed in connection with its May 18, 2010, Annual Meeting of Stockholders, are incorporated by reference into Part III of this Annual Report.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K of Questar Corporation (the Company) amends the Company's Annual Report on Form 10-K for the year ended December 31, 2009, (the Original Filing) which was filed with the Securities and Exchange Commission on March 1, 2010. The Company is filing this Amendment No. 1 for the purposes of including a revised report of oil and gas reserves of Questar Exploration and Production Company, a former subsidiary, provided by independent petroleum engineers. The revised report of oil and gas reserves as well as a report disclosing the qualifications of the technical persons primarily responsible for overseeing the reserves audit are included in Exhibit 23.3 attached to this document.

Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to March 1, 2010.

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PART IV

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) and (c) Financial statements and financial statement schedules filed as part of this report are listed in the index included in Item 8 of this report.

(b) Exhibits. The following is a list of exhibits required to be filed as a part of this report in Item 15(b).

Exhibit No.

Description

3.1\*

Restated Articles of Incorporation as amended effective May 19, 1998. (Exhibit No. 3.1. to Form 10-Q Report for quarter ended June 30, 1998.)

3.2\*

Bylaws as amended effective May 19, 2009. (Exhibit No. 99.1. to Current Report on Form 8-K dated May 19, 2009.)

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Questar Dividend Reinvestment and Stock Purchase Plan. (Exhibit No. 4. to Current Report on Form 8-K dated February 8, 2000.)

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Stipulation and Agreement, dated October 14, 1981, executed by Mountain Fuel; Wexpro; the Utah Department of Business Regulations, Division of Public Utilities; the Utah Committee of Consumer Services; and the staff of the Public Service Commission of Wyoming. (Exhibit No. 10(a) to Mountain Fuel Supply Company's Form 10-K Annual Report for 1981.)

10.2\*<sup>1</sup>

Questar Corporation Annual Management Incentive Plan, as amended and restated effective October 28, 2008. (Exhibit No. 10.17. to Form 10-K Annual Report for 2008.)

10.3\*<sup>1</sup>

Questar Corporation Executive Incentive Retirement Plan, as amended and restated effective January 1, 2005. (Exhibit No. 10.3. to Form 10-K Annual Report for 2004.)

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Questar Corporation Long-term Stock Incentive Plan, as amended and restated effective August 7, 2007. (Exhibit 10.4 to the Annual Report on Form 10-K for 2007.)

10.5\*<sup>1</sup>

Questar Corporation Executive Severance Compensation Plan, as amended and restated effective October 23, 2007. (Exhibit No. 99.1 to Current Report on Form 8-K dated October 24, 2007.)

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10.8\*<sup>1</sup>

Questar Corporation Stock Option Plan for Directors, as amended and restated effective October 29, 1998. (Exhibit No. 10.10. to Form 10-Q Report for quarter ended September 30, 1998.)



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Employment Agreement between the Company and Keith O. Rattie effective February 1, 2004. (Exhibit No. 10.15. to Form 10-K Annual Report for 2003.)

10.16\*<sup>1</sup>

Employment Agreement between the Company and Charles B. Stanley effective February 1, 2004. (Exhibit No. 10.16. to Form 10-K Annual Report for 2003.)

10.17\*<sup>1</sup>

Questar Corporation Annual Management Incentive Plan II as amended and restated on October 28, 2008. (Exhibit No. 10.17. to Form 10-K Annual Report for 2008.)

10.18\*<sup>1</sup>

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Form of Phantom Stock Agreement dated February 13, 2007, for shares granted to non-employee directors. (Exhibit No. 10.4 to Current Report on Form 8-K dated February 13, 2007.)

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Form of option agreement dated February 13, 2007, for options granted to certain key executives. (Exhibit No. 10.5 to Current Report on Form 8-K dated February 13, 2007.)

10.32\*1

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10.33\*1

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10.35\*<sup>1</sup>

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10.36\*<sup>1</sup>

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10.37\*<sup>1</sup>

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10.42\*<sup>1</sup>

Form of Phantom Stock Agreement dated February 10, 2009, for shares granted to non-employee directors. (Exhibit No. 99.4 to Current Report on Form 8-K dated February 10, 2009.)

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10.44\*<sup>1</sup>

Form of Option Agreement dated February 10, 2009, for options granted to other officers. (Exhibit No. 99.6 to Current Report on Form 8-K dated February 10, 2009.)

10.45\*<sup>1</sup>

Form of Employment Agreement of Richard J. Doleshek dated May 7, 2009 (Exhibit No. 99.1 to Current Report on Form 8-K dated May 7, 2009.)

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23.2\*

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23.3

Qualifications and report of Independent Petroleum Engineers and Geologists.

24.\*

Power of Attorney. (Exhibit No. 24. to Form 10-K Annual Report for 2009.)

31.1\*

Certification signed by Keith O. Rattie, Questar's Chairman, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Exhibit No. 31.1. to Form 10-K Annual Report for 2009.)

31.2\*

Certification signed by Richard J. Doleshek, Questar's Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Exhibit No. 31.2. to Form 10-K Annual Report for 2009.)

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Certification signed by Keith O. Rattie, Chairman, President and Chief Executive Officer and Richard. J. Doleshek, Executive Vice President and Chief Financial Officer, respectively, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Exhibit No. 32. to Form 10-K Annual Report for 2009.)

101.SCH\*

XBRL Taxonomy Extension Schema. (Exhibit No. 101.SCH to Form 10-K Annual Report for 2009.)

101.CAL\*

XBRL Taxonomy Extension Calculation Linkbase. (Exhibit No. 101.CAL to Form 10-K Annual Report for 2009.)

101.LAB\*

XBRL Taxonomy Extension Label Linkbase. (Exhibit No. 101.LAB to Form 10-K Annual Report for 2009.)

101.PRE\*

XBRL Taxonomy Extension Presentation Linkbase. (Exhibit No. 101.PRE to Form 10-K Annual Report for 2009.)

101.INS\*

XBRL Instance Document. (Exhibit No. 101.INS to Form 10-K Annual Report for 2008.)

101.DEF\*

XBRL Definition. (Exhibit No. 101.DEF to Form 10-K Annual Report for 2009.)

\*Exhibits so marked have been filed with the Securities and Exchange Commission as part of the indicated filing and are incorporated herein by reference.

<sup>1</sup>Exhibit so marked is management contract or compensation plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 15<sup>th</sup> day of November 2010.

QUESTAR CORPORATION

(Registrant)

By /s/Ronald W. Jibson

Ronald W. Jibson

President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/Ronald W. Jibson

President and

Ronald W. Jibson

Chief Executive Officer

(Principal Executive Officer)

/s/Martin H. Craven

Vice President and

Martin H. Craven

Chief Financial Officer

(Principal Financial and Accounting Officer)

\*Teresa Beck

Director

\*R. D. Cash

Director

\*Gary G. Michael

Director

\*Keith O. Rattie

Chairman of the Board

\*Harris H. Simmons

Director

\*Bruce A. Williamson

Director

November 15, 2010

/s/Ronald W. Jibson

Ronald W. Jibson, Attorney in Fact

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Certification signed by Richard J. Doleshek, Questar's Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Exhibit No. 31.2. to Form 10-K Annual Report for 2009.)

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Certification signed by Keith O. Rattie, Chairman, President and Chief Executive Officer and Richard. J. Doleshek, Executive Vice President and Chief Financial Officer, respectively, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Exhibit No. 32.. to Form 10-K Annual Report for 2009.)

101.SCH\*

XBRL Taxonomy Extension Schema. (Exhibit No. 101.SCH to Form 10-K Annual Report for 2009.)

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101.CAL\*

XBRL Taxonomy Extension Calculation Linkbase. (Exhibit No. 101.CAL to Form 10-K Annual Report for 2009.)

101.LAB\*

XBRL Taxonomy Extension Label Linkbase. (Exhibit No. 101.LAB to Form 10-K Annual Report for 2009.)

101.PRE\*

XBRL Taxonomy Extension Presentation Linkbase. (Exhibit No. 101.PRE to Form 10-K Annual Report for 2009.)

101.INS\*

XBRL Instance Document. (Exhibit No. 101.INS to Form 10-K Annual Report for 2009.)

101.DEF\*

XBRL Definition. (Exhibit No. 101.DEF to Form 10-K Annual Report for 2009.)

\*Exhibits so marked have been filed with the Securities and Exchange Commission as part of the indicated filing and are incorporated herein by reference.

<sup>1</sup>Exhibit so marked is a management contract or compensation plan or arrangement.





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