

EQT Corp
Form DEFA14A
March 17, 2009

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

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 under Rule 14a-12

EQT Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(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)(4) 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

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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:

SUBJECT: ANNUAL SHAREHOLDERS MEETING

The Company's Annual Meeting of Shareholders will be held in Pittsburgh on Wednesday, April 22, 2009. Proxy material was mailed to all record shareholders on March 12, 2009, as well as to participants in the Company's 401(k) Plan who have an EQT stock account and to employees who hold restricted EQT shares. If you own EQT stock in street name through a broker, you will receive the same material from that source. If you hold EQT stock in street name you may receive a notice of Internet availability of proxy materials containing instructions regarding how to access our proxy statement and annual report online (the eProxy Notice). The eProxy Notice contains instructions on how shareholders can elect to receive a printed copy of the proxy statement and annual report. The eProxy Notice also instructs shareholders how to submit a proxy over the Internet.

Your vote is more important than ever in 2009. In addition to the election of directors and ratification of the auditors, this year's proxy includes approval of the EQT Corporation 2009 Long-Term Incentive Plan and approval of the EQT Corporation 2008 Employee Stock Purchase Plan.

To be approved, the 2009 Long-Term Incentive Plan and the 2008 Employee Stock Purchase Plan must receive the affirmative vote of a majority of the votes cast on the proposals by the holders of common stock voting in person or by proxy. In addition, for approval of the EQT Corporation 2009 Long-Term Incentive Plan proposal, the total vote cast on the proposal must represent over 50% of the outstanding common stock. Banks and brokers that do not receive instructions are not permitted to vote on non-routine matters. Consequently, shareholders who do vote will influence the outcome of the election in greater proportion than their percentage ownership of the company. **Management urges you to vote in favor of the 2009 Long-Term Incentive Plan and in favor of the 2008 Employee Stock Purchase Plan.**

You can read more about each proposal, and the other matters expected to be brought before the annual meeting of shareholders, in the company's proxy statement.

If you have not already done so, please vote each of your proxy and/or direction cards via the Internet, telephone or by signing, dating and returning the cards in the envelopes provided as soon as possible. The direction card for your 401(k) shares can be returned in the envelope addressed to BNY Mellon Shareowner Services who will tabulate the votes for Fidelity. Fidelity in turn will vote your shares as directed by you on the direction card.

If you have received a **direction card for restricted shares, please return it to Nicole H. King (6th Fl., North Shore)** for recording and tabulation. You are not permitted to vote these shares via the Internet or telephone.

Please vote all of your shares by responding to each proxy or direction card promptly.

Because a large number of employees are shareholders, we obviously could not operate efficiently if we were to invite all employee shareholders to attend the Annual Meeting. Therefore, only those employees who are specifically requested by Murry Gerber to be present at the shareholders' meeting will be authorized to attend. Otherwise, you will need to take a vacation day if you wish to attend the meeting.

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If you have any questions, please call the Corporate Secretary's office at 412-553-5891.

*****Managers, please post this for the benefit of those employees who do not have e-mail access.*****