

EQUITABLE RESOURCES INC /PA/  
Form 8-A12B/A  
January 29, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 1  
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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Equitable Resources, Inc.  
(Exact Name of Registrant as specified in its Charter)

Pennsylvania  
(State of Incorporation or organization)

25-0464690  
(I.R.S. Employer  
Identification Number)

One Oxford Centre, Suite 3300,  
301 Grant Street, Pittsburgh, Pennsylvania  
(Address of principal executive offices)

15219  
(zip code)

If this Form relates to the registration of a class of securities pursuant  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. /X/

If this Form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d) please check the following box. / /

Securities Act registration statement file number to  
which this form relates:

None  
(if applicable)

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

Title of Each Class to be Registered	Name of Each Exchange on Which Each Class is to be Registered
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Preferred Stock Purchase Rights	New York Stock Exchange

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

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Item 1. Description of Registrant's Securities to be Registered.

On December 3, 2003, the Board of Directors of Equitable Resources, Inc. (the "Company") amended and restated the Company's Rights Agreement, dated April 1, 1996, between the Company and Mellon Investor Services LLC (successor to Chemical Mellon Shareholder Services, L.L.C.), as rights agent (the "Amended and Restated Rights Agreement").

The amendments contained in the Amended and Restated Rights Agreement consist of the following: (i) increase the triggering percentages referenced therein from 15% to 20%, including, without limitation, the references found in the definition of "Acquiring Person", the references found in Section 3(a) relating to the Distribution Date and the references found in Section 23 relating to the redemption of the Rights, (ii) delete the references therein to "Disinterested Directors," so that actions which require the approval of Disinterested Directors will, after this amendment, require the approval of the Board of Directors of the Company, and (iii) make certain technical corrections to the Rights Agreement. This summary does not purport to be comprehensive and it is qualified in its entirety by reference to the full text of the Amended and Restated Rights Agreement filed herewith as Exhibit 1 and incorporated herein by reference.

These changes were not made in response to a request by any third party; rather, the Company's Board of Directors determined that these changes are appropriate in light of today's corporate governance environment. Unless renewed, the Amended and Restated Rights Plan expires by its terms on April 1, 2006.

Item 2. Exhibits.

1. Amended and Restated Rights Agreement, dated as of January 23, 2004 by and between Equitable Resources, Inc. and Mellon Investor Services LLC, as Rights Agent.

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Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EQUITABLE RESOURCES, INC.

By: /s/ David L Porges

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Name: David L. Porges  
Title: Executive Vice President  
and Chief Financial Officer

Date: January 28, 2004

