

EQUITABLE RESOURCES INC /PA/
Form DEFA14A
March 20, 2006

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 (Amendment No.)

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 Pursuant to §240.14a-12

Equitable Resources, Inc.
(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)(1) 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 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:

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 control number.

SUBJECT: ANNUAL SHAREHOLDERS MEETING

The Company's Annual Meeting of Shareholders will be held in Pittsburgh on Wednesday, April 12, 2006. Proxy material was mailed to all record shareholders on March 10, 2006, as well as to participants in the Company's 401(k) Plan who have an Equitable stock account and to employees who hold restricted Equitable shares. If you own Equitable stock in street name through a broker, you will receive the same material from that source.

Your vote is more important than ever in 2006. This year's proxy includes a non-routine matter approval of the amendment and continuation of the Executive Short-Term Incentive Plan. Banks and brokers who 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.

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 the 401(k) shares can be returned in the envelope addressed to Mellon Investor 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 Jean F. Marks** 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 day's vacation if you wish to attend the meeting.

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.