

CONSOL Energy Inc  
Form 4  
November 17, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
CONSOL Energy Inc

2. Issuer Name and Ticker or Trading Symbol  
CONE Midstream Partners LP  
[CNNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1000 CONSOL ENERGY DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CANONSBURG, PA 15317

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 11/15/2017                           |  | C                              | V   | 14,581,561 A 11 21,692,197  | I  | See footnote (2)                                      |

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Underlying<br>(Instr. 3 and 4) |
|--|--|---|---|-----------------------------------|--|---|---|
| SUBORDINATED UNITS (LIMITED PARTNER INTERESTS) | (1)  | 11/15/2017                              |   | C                                 | 14,581,561   | (1) (1)   | COMM UNITS                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CONSOL Energy Inc<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317 | X             | X         |         |       |
| CNX GAS CO LLC<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317    | X             | X         |         |       |
| CNX Gas Corp<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317      | X             | X         |         |       |

## Signatures

/s/ Stephanie L. Gill, Vice President, General Counsel & Corporate Secretary of CONSOL Energy Inc.

11/17/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) All of the issued and outstanding subordinated units representing limited partner interests in the Issuer were converted into common units representing limited partner interests in the Issuer on a one-for-one basis, effective November 15, 2017, upon the expiration of the subordination period as set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership.

(2) CNX Gas Company LLC is the record holder of the securities reported herein. CNX Gas Company LLC is a wholly owned subsidiary of CNX Gas Corporation, which is a wholly owned subsidiary of CONSOL Energy Inc., a publicly traded company listed on the New York Stock Exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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