

Thorndike William N Jr
Form 4
May 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Thorndike William N Jr

2. Issuer Name and Ticker or Trading Symbol
CNX Resources Corp [CNX]

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)
05/09/2018

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

CANONSBURG, PA 15317

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common shares, \$0.01 par value per share | 05/09/2018 | | A | | 28,940 | A | \$ 0 |
| Common shares, \$0.01 par value per share | | | | | 160,096 ⁽¹⁾ | D | |
| Common shares, \$0.01 par value per share | | | | | 35,000 ⁽²⁾ | I | By Trust |
| Common shares, | | | | | 50,000 ⁽³⁾ | I | Pecuniary interest in |

\$0.01 par value per share

third party account

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 15.55 | 05/09/2018 | | A | 7,693 | ⁽⁴⁾ 05/09/2028 | Common shares, \$0.01 par value per share | 7,693 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thorndike William N Jr 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | | X | | |

Signatures

/s/ William N. Thorndike, Jr. by Gregory V. Guinto, his attorney-in-fact

05/11/2018

**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) Of the 160,096 shares owned directly, 16,893 are deferred stock units, 33,756 are deferred shares and 29,447 are restricted stock units (including dividend equivalent rights).
- (2) The shares being reported were purchased by The W. Nicholas and Joan I. Thorndike 1998 Trust for William N. Thorndike, Jr. U/I dtd 12/22/98, in which the reporting person shares voting and investment power.

The reporting person may be deemed to have a pecuniary interest with respect to the 50,000 shares held in the third party account. The
- (3) reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for purpose of Section 16 or for any other purpose.
- (4) The stock option grant provides that the options vest and become exercisable on the date of the Company's next annual meeting.

Remarks:

In addition to the information set forth above and as previously reported in prior filings, the reporting person holds a total of 9

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

Potential 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 number.