Dugan Timothy C
Form 4
February 01, 2018

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dugan Timothy C

(Last) (First) (Middle)

1000 CONSOL ENERGY DRIVE

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief Op. Officer - E&P

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common shares, $0.01 par value per share | 01/30/2018 | | A | | 73,465 (1) | A | $ 0 | 201,948 (2) | D | |
| Common shares, $0.01 par value per share | 01/30/2018 | | F | | 2,058 (3) | D | $ 13.68 | 199,890 (2) | D | |
| Common shares, | 01/30/2018 | | F | | 8,438 (3) | D | $ 14.01 | 191,452 (2) | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| $0.01 par value per share | | | | | | | | |
| Common shares, $0.01 par value per share | 01/30/2018 | | A | 26,522 (4) | A | $ 0 | 217,974 (2) | D |
| Common shares, $0.01 par value per share | 01/30/2018 | | F | 8,008 (5) | D | $ 13.68 | 209,966 (2) | D |
| Common shares, $0.01 par value per share | 01/30/2018 | | A | 44,804 (6) | A | $ 0 | 254,770 (2) | D |
| Common shares, $0.01 par value per share | 01/30/2018 | | F | 19,454 (5) | D | $ 13.68 | 235,316 (2) (7) | D |

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

**Persons who 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.**

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Dugan Timothy C<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317 | | | EVP & Chief Op. Officer - E&P | |

# Signatures

| /s/ Timothy C. Dugan by Gregory V. Guinto, his attorney-in-fact | 01/31/2018 |
|---|---|
| **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)** Grant of restricted stock units, which vest annually in equal installments over a period of three years, under the Company's Equity Incentive Plan.

**(2)** On November 28, 2017, the Issuer completed the separation of its business into two independent, publicly-traded companies (the "Separation"): the Issuer and CONSOL Energy Inc. In connection with the Separation, and pursuant to the terms of an Employee Matters Agreement dated November 28, 2017 (the "Employee Matters Agreement"), all equity awards held by the reporting person with respect to the Issuer's common stock were adjusted in a manner intended to preserve the aggregate intrinsic value of the original award. The amount of securities reported on this Form 4 reflect the aforementioned adjustment.

**(3)** Represents shares automatically withheld to satisfy the reporting person's tax liability from the vesting of restricted stock units previously granted to him.

**(4)** Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2015-2017 performance period.

**(5)** Represents shares automatically withheld to satisfy the reporting person's tax liability from the vesting and settlement of performance share units previously granted to him.

**(6)** Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2017 tranche performance period.

**(7)** Of the 235,316 shares owned directly, 124,922 are restricted stock units (including dividend equivalent rights).

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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