CONE Midstream Partners LP
Form 4
November 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
CNX GAS CO LLC

(Last) (First) (Middle)

1000 CONSOL ENERGY DRIVE

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 UNITS (LIMITED PARTNER INTERESTS)	11/16/2016		A		2,591,577 (1)	A	$ 20.42 (1)	7,110,637	D (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)

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
CNX GAS CO LLC 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	X	X		
CONSOL Energy Inc 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	X	X		

Signatures

/s/ David M. Khani, SVP and CFO of CNX Gas Company LLC	11/18/2016
**Signature of Reporting Person	Date
/s/ David M. Khani, EVP and CFO of CONSOL Energy Inc.	11/18/2016
**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) Pursuant to a Contribution Agreement among the Issuer, CONE Gathering LLC ("Cone Gathering"), CONE Midstream GP LLC, the general partner of the Issuer ("General Partner"), and other parties thereto, CNX Gas Company LLC, a Virginia limited liability company ("CNX") and a 50% owner of CONE Gathering, acquired 2,591,577 Common Units of the Issuer as partial consideration for the Issuer acquiring the remaining 25% limited partner interest in CONE Midstream DevCo I LP, from CONE Gathering. The price per unit was $20.42, the volume weighted average trading price of the Issuer's Common Units over the trailing 20-day trading period ending on November 11, 2016.

(2) This Form 4 is jointly filed by (1) CNX and (2) CONSOL Energy Inc., a Delaware corporation ("CONSOL") and the indirect parent of CNX. CONSOL may be deemed to indirectly own all of the securities held by CNX. CNX owns a 50% membership interest in CONE Gathering, which owns all of the membership interests in the General Partner. The General Partner owns a 2% general partner interest in

the Issuer and the incentive distribution rights in the Issuer.

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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