

Brock James A
Form 4
November 30, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brock James A

(Last) (First) (Middle)

1000 CONSOL ENERGY DRIVE,
SUITE 100

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CONSOL Coal Resources LP [CCR]

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

11/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARKS

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	11/28/2017		M	111,221	A \$ 0	130,441	D
Common Units (Limited Partner Interests)	11/28/2017		F	53,890 (1)	D \$ 13.55	76,551	D

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (rights to common units)	<u>(2)</u>	11/28/2017		M	37,975	<u>(3)</u>	<u>(4)</u>	Common Units (Limited Partner Interests)	37,975
Phantom Units (rights to common units)	<u>(2)</u>	11/28/2017		M	73,246	<u>(3)</u>	<u>(4)</u>	Common Units (Limited Partner Interests)	73,246

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brock James A 1000 CONSOL ENERGY DRIVE, SUITE 100 CANONSBURG, PA 15317	X		SEE REMARKS	

Signatures

/s/ Martha A. Wiegand, Attorney-in-Fact for James A.
Brock

11/30/2017

__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) Represents units withheld to satisfy the reporting person's tax liability from the vesting of phantom units previously granted to him.

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- (2) Each phantom unit was the economic equivalent of one common unit.
- (3) These phantom units vested and settled on November 28, 2017 in connection with a "change in control" as defined in, and pursuant to the terms of, the reporting person's Amended and Restated Change in Control Severance Agreement dated February 7, 2017.
- (4) The phantom units expire upon settlement. The phantom units are settled upon vesting in common units (on a one-for-one basis) or, at the discretion of the Issuer, in cash.

Remarks:

The Reporting Person is Chief Executive Officer and a director of CONSOL Coal Resources GP LLC, the general partner of t

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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