

Brock James A
 Form 4
 November 30, 2017

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 *
 Brock James A

2. Issuer Name and Ticker or Trading Symbol
 CONSOL Coal Resources LP [CCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 CONSOL ENERGY DRIVE,
 SUITE 100

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/28/2017

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

SEE REMARKS

(Street)

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

CANONSBURG, PA 15317

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

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

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(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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