

Johnson Stephen W
 Form 4
 February 01, 2019

FORM 4

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

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).

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 *
 Johnson Stephen W

(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)
 01/30/2019

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 Legal Off

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common shares, \$0.01 par value per share | 01/30/2019 | | A | | 48,004 ⁽¹⁾ | A | \$ 0 371,777 D |
| Common shares, \$0.01 par value per share | 01/30/2019 | | F | | 18,622 ⁽²⁾ | D | \$ 13.53 353,155 D |
| Common shares, | 01/30/2019 | | A | | 5,176 ⁽³⁾ | A | \$ 0 358,331 D |

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\$0.01 par value per share

Common shares, \$0.01 par value per share

| | | | | | | |
|------------|---|---------------------|---|----------|---------|---|
| 01/30/2019 | F | <u>2,352</u> (2) | D | \$ 13.53 | 355,979 | D |
|------------|---|---------------------|---|----------|---------|---|

Common shares, \$0.01 par value per share

| | | | | | | |
|------------|---|---------------------|---|----------|---------|---|
| 01/30/2019 | F | <u>2,768</u> (4) | D | \$ 13.53 | 353,211 | D |
|------------|---|---------------------|---|----------|---------|---|

Common shares, \$0.01 par value per share

| | | | | | | |
|------------|---|---------------------|---|----------|---------|---|
| 01/30/2019 | F | <u>9,712</u> (4) | D | \$ 13.53 | 343,499 | D |
|------------|---|---------------------|---|----------|---------|---|

Common shares, \$0.01 par value per share

| | | | | | | |
|------------|---|---------------------|---|----------|------------------------|---|
| 01/31/2019 | F | <u>9,058</u> (4) | D | \$ 12.14 | 334,441 ⁽⁵⁾ | 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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Johnson Stephen W 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | | | EVP - Chief Legal Off | |

Signatures

| | |
|---|------------|
| /s/ Stephen W. Johnson by Gregory V. Guinto, his attorney-in-fact | 02/01/2019 |
| __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 the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2016-2020 performance period.
- (2) Represents shares automatically withheld to satisfy the reporting person's tax liability from the vesting of performance share units previously granted to him.
- (3) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2018-2022 performance period.
- (4) Represents shares automatically withheld to satisfy the reporting person's tax liability from the vesting of restricted stock units previously granted to him.
- (5) Of the 334,441 shares owned directly, 74,899 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. 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.