

McNeilly Ward D.
Form 4
February 12, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McNeilly Ward D.

(Last) (First) (Middle)

1615 WYNKOOP STREET

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

ANTERO RESOURCES Corp [AR]

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

02/08/2018

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 ____ Other (specify
below) below)

See Remarks

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)
Common stock, par value \$0.01 per share	02/08/2018		F	8,715 (1) D	\$ 17.02	260,186 (2)	D
Common stock, par value \$0.01 per share	02/08/2018		M	9,722 A (3)	269,908 (2)	D	
Common stock, par value \$0.01 per share	02/08/2018		F	2,818 (4) D	\$ 17.02	267,090 (2)	D

Edgar Filing: McNeilly Ward D. - Form 4

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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance share units	(3)	02/08/2018		M	9,722	(3)	(3)	Common stock, par value \$0.01 per share	9,722

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNeilly Ward D. 1615 WYNKOOP STREET DENVER, CO 80202				See Remarks

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for Ward D. McNeilly
 **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).

- In connection with the vesting of restricted stock units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, the
- (1) Issuer withheld shares that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on February 8, 2018.
 - (2) Includes 104,175 shares of common stock subject to previously granted restricted stock unit awards that remain subject to vesting.

Edgar Filing: McNeilly Ward D. - Form 4

- Each performance share unit represented a contingent right to receive one share of the Issuer's common stock upon the achievement of performance metrics established by the compensation committee of the Issuer's board of directors tied to the 10-day weighted average stock price of the Issuer's common stock and satisfaction of certain time-based vesting conditions during the period beginning on the date of grant and ending on the fifth anniversary thereof.
- (3)
- In connection with the vesting of performance share units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, the
- (4) Issuer withheld shares that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on February 8, 2018.
- Includes options to purchase 22,500 shares of common stock, including options to purchase 11,250 shares of common stock that are
- (5) vested and exercisable and options to purchase 11,250 shares of common stock that vest and become exercisable in two equal installments on the next two anniversaries of the grant date so long as the Reporting Person remains continuously employed by the Issuer through each such anniversary date. Each option to purchase common stock expires ten years from the date of grant, or April 15, 2025.
- Includes 68,056 performance share units that represent a contingent right to receive one share of the Issuer's common stock upon the
- (6) achievement of performance metrics established by the compensation committee of the Issuer's board of directors tied to the 10-day weighted average stock price of the Issuer's common stock and satisfaction of certain time-based vesting conditions during the period beginning on the date of grant and ending on the fifth anniversary thereof.

Remarks:

Senior Vice President - Reserves, Planning and Midstream

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.