

CONE Midstream Partners LP
 Form 4
 October 01, 2014

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 *
 NOBLE ENERGY INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2014

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

1001 NOBLE ENERGY WAY

(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

HOUSTON, TX 77070

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON UNITS (LIMITED PARTNER INTERESTS)	09/30/2014		A ⁽¹⁾⁽²⁾		4,519,061 ⁽¹⁾⁽²⁾	D	\$ 0
					4,519,061	⁽¹⁾⁽²⁾ <u>(3)</u>	

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

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 (9-02)

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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 of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
SUBORDINATED UNITS (LIMITED PARTNER INTERESTS)	(4)	09/30/2014		A(1)(2)		14,581,560		(4)	(4)	COMMON UNITS

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		
CONE GATHERING LLC 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	X	X		

Signatures

/s/ Kenneth M. Fisher, EVP and CFO of Noble Energy, Inc. 10/01/2014

__Signature of Reporting Person Date

/s/ Joseph M. Fink, President of CONE Gathering LLC 10/01/2014

__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).

This Form 4 is jointly filed by (1) CONE Gathering LLC, a Delaware limited liability company ("CONE") and owner of all the membership interests of CONE Midstream GP LLC, a Delaware limited liability company and the general partner of the Issuer ("General Partner") and (2) Noble Energy, Inc., a Delaware corporation and a 50% owner of CONE ("Noble").

(1) In connection with the formation transactions of the Issuer and the Issuer's initial public offering ("IPO"), CONE was issued 9,038,121 common units and 29,163,121 subordinated units in the Issuer. Immediately following the closing of the IPO, CONE distributed to Noble, as its 50% member, 4,519,061 common units and 14,581,560 subordinated units representing Noble's previous indirect ownership interest in the Issuer. Thus, Noble's indirect interest in 4,519,061 common units and 14,581,560 subordinated units was converted to a direct interest upon such distribution by CONE. As a result of the distribution, CONE no longer has a pecuniary interest in these units.

(3)

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Following the closing of the IPO and the distribution described above, CONE owns CONE Midstream GP LLC, which in turn owns: (i) the 2% general partner interest in the Issuer, and (ii) incentive distribution rights in the Issuer.

- (4) Each subordinated unit will convert into one common unit at the end of the subordination period, as described in the Registration Statement.

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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