

ANTERO RESOURCES Corp
 Form 4
 April 02, 2015

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 *
 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)
 04/01/2015

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)
 VP Reserves, Planning & Midstr

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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	04/01/2015		F	10,736 (1) D	\$ 35.35 81,458 (2)	D	
Common stock, par value \$0.01 per share					207,165,909	I	See footnote (3)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
McNeilly Ward D. 1615 WYNKOOP STREET DENVER, CO 80202			VP Reserves, Planning & Midstr	

Signatures

/s/ Alwyn A. Schopp, as attorney-in-fact for Ward D. McNeilly
 **Signature of Reporting Person
 04/02/2015
 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 shares of restricted stock units pursuant to the Antero Resources Corporation Long-Term Incentive Plan,
- (1) the 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 April 1, 2015.
- Includes 69,146 shares of common stock subject to a restricted stock unit award that vest in three remaining equal installments on the
- (2) second, third and fourth anniversaries of the grant date so long as the Reporting Person remains continuously employed by the Issuer through each such anniversary date.
- The Reporting Person holds a direct membership interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), which directly owns 207,165,909 shares of common stock of the Issuer, and a direct membership interest in Antero Resources Employee Holdings LLC, which holds a direct membership interest in Antero Investment. The Reporting Person disclaims beneficial ownership of all shares reported except to the extent of his pecuniary interest therein.
- (3)

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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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