

ANTERO RESOURCES Corp
 Form 4
 March 16, 2017

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)
 02/08/2017

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)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock, par value \$0.01 per share	02/08/2017		F	9,507 (1) D	\$ 24.82	289,405 (2)	D
Common stock, par value \$0.01 per share	02/08/2017		M	9,722 A	(3)	299,127 (2)	D
Common stock, par value \$0.01 per share	02/08/2017		F	3,110 (4) D	\$ 24.82	296,017 (2)	D

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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. Amount or Number of Shares
Performance share units	(3)	02/08/2017		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
 02/16/2017
 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, 2017.
 - (2) Includes 156,861 shares of common stock subject to previously granted restricted stock unit awards that remain subject to vesting.

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- (3) 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.
- (4) In connection with the vesting of performance share units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, 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 February 8, 2017.
- (5) Includes options to purchase 22,500 shares of common stock, including options to purchase 5,625 shares of common stock that are vested and exercisable and options to purchase 16,875 shares of common stock that vest and become exercisable in three equal installments on the next three 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.
- (6) Includes 77,778 performance share units that represent 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.

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.

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