

ANTERO RESOURCES Corp

Form 4

April 16, 2015

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
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(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)

04/15/2015

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)

VP Reserves, Planning & Midstr

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)
Common stock, par value \$0.01 per share	04/15/2015		A	32,648 (1)	A \$ 0 114,106 (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.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Puts, Calls, Warrants, etc. (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 50	04/15/2015		A	22,500	(4) (4)	Common Stock, par value \$0.01 per share	22,500

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

04/16/2015

__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) Common stock subject to a restricted stock unit award that vests in four equal installments on the first four anniversaries of the grant date so long as the Reporting Person remains continuously employed by the Issuer through each such anniversary date.

- (2) Includes 69,146 shares of common stock subject to a previously granted restricted stock unit award that vests in three remaining equal installments on the 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.

- (3) 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.

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- Options to purchase Common Stock vest and become exercisable in four equal installments on the first four anniversaries of the grant
- (4) 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.

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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