

NBL Midstream, LLC
 Form 4
 November 17, 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 *
 NBL Midstream, LLC

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)
 11/15/2017

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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Units (limited partner interests)	11/15/2017		M		14,581,560		A	\$ 0
					(1) (2)			(1) (1)
								21,692,198
							D (2)	

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subordinated Units (limited partner interests)	(1)	11/15/2017		M(1)(2)	14,581,560	(1)	(1)	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBL Midstream, LLC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		
NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		

Signatures

/s/ Kirk A. Moore, Secretary of NBL Midstream, LLC 11/17/2017
 __Signature of Reporting Person Date

/s/ Kirk A. Moore, Assistant Secretary of Noble Energy, Inc. 11/17/2017
 __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) Represents the conversion of 14,581,560 subordinated units representing limited partner interests (the "Subordinated Units") in Cone Midstream Partners LP (the "Issuer"), which were converted into common units representing limited partner interest on a one-for-one basis upon the termination of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of September 30, 2014.
 - (2) This Form 4 is being filed jointly by NBL Midstream, LLC ("NBL Midstream") and Noble Energy, Inc. ("Noble"). NBL Midstream is a wholly owned subsidiary of Noble. Accordingly, Noble may be deemed to indirectly beneficially own securities of the Issuer owned directly by NBL 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.