Rice Energy Inc. Form 4 May 12, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type F	Responses)							
1. Name and Address of Reporting Person * CHRISTMAS JAMES W			2. Issuer Name and Ticker or Trading Symbol Rice Energy Inc. [RICE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (M	Iiddle) 3. Da	te of Earliest T	ransaction		(CI	icek un applicae	10)
400 WOODCLIFF DRIVE			th/Day/Year) 8/2015			_X_ Director Officer (gi below)		% Owner her (specify
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CANONSB	URG, PA 15317					Form filed by Person	y More than One F	Reporting
(City)	(State)	Zip)	Γable I - Non-l	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	` ,	(A) or of (D)	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	Transaction(s) (Instr. 3 and 4)		
Common stock	05/08/2015	M		7,456	A	(1)	112,694	D	
Common stock							25,000	I	By Kathleen Christmas Wehrman Trust (2)
Common stock							25,000	I	By James F. Christmas Trust (2)
Common stock							25,000	I	By Regina M.

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Christmas Trust (2)

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units	(1)	05/08/2015		M	7,456	(3)	<u>(3)</u>	Common stock	7,456	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CHRISTMAS JAMES W 400 WOODCLIFF DRIVE CANONSBURG, PA 15317	X						

Signatures

/s/ James W. Christmas by William E. Jordan, as Attorney-in-Fact

05/12/2015

**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) Restricted stock units convert into Rice Energy Inc. common stock on a one-for-one basis.
- These shares are held in trusts which have previously been established for the reporting person's children, the beneficial ownership of which is disclaimed. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or any other purpose.

Reporting Owners 2

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(3) On May 8, 2014, the reporting person was granted 7,456 restricted stock units, vesting in a single installment on the first anniversary of the grant date.

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.