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Check this box the definition of the definition									3235-0287 January 31, 2005 verage			
(Print or Type	Responses)											
			2. Issuer Symbol Rice En			Ticker or Ti [RICE]	ading		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check						k all applicable)			
(Month/				onth/Day/Year) /28/2017					_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) See Remarks			
				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CANONSBURG, PA 15317 Form filed by More than One Reporting Person												
(City)	(State)	(Zip)	Tabl	le I - No	on-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)					of (D)	5. Amount of Securities Beneficially Owned Following Reported	OwnershipInForm: DirectE(D) orC	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)		
Common Stock	09/28/2017			J <u>(1)</u>	V	96,829	А	\$0	286,025	D		
Common Stock	09/28/2017			J <u>(1)</u>	V	108,991	А	\$ 0	197,927	Ι	By spouse	

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
I	Director	10% Owner	Officer	Other					
Rice Toby Z. 2200 RICE DRIVE CANONSBURG, PA 15317	Х		See Remarks						
Signatures									
/s/ Toby Z. Rice, by William E Attorney-in-Fact	. Jordan,		10/02	2/2017					
**Signature of Reportin	g Person		Da	ite					

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).

The Reporting Person and the spouse of the Reporting Person were members of Rice Energy Holdings LLC, a Delaware limited liability company ("Rice Holdings"). On September 28, 2017, Rice Holdings made a pro rata distribution to its members holding incentive units,

 including 96,829 and 108,991 shares of common stock of Rice Energy Inc. to the Reporting Person and the spouse of the Reporting Person, respectively. These transactions are exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-9 promulgated thereunder.

Remarks:

President and Chief Operating Officer

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.