

Rice Energy Inc.  
Form 4  
December 30, 2016

**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 \*  
Rosenbaum Jay D.

(Last) (First) (Middle)

C/O NIXON PEABODY LLP, 100  
SUMMER STREET

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Rice Energy Inc. [RICE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2016		G <sup>(1)</sup>	V	10,800,000	D	\$ 0
					19,000,000	I <sup>(2)</sup>	
							By self, as Trustee of the Rice Energy Irrevocable Trust <sup>(3)</sup>
Common Stock	12/29/2016		G <sup>(1)</sup>	V	19,000,000	D	\$ 0
					0	I <sup>(2)</sup>	
							By self, as Trustee of the Rice Energy Irrevocable Trust <sup>(3)</sup>

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenbaum Jay D. C/O NIXON PEABODY LLP 100 SUMMER STREET BOSTON, MA 02110		X		

**Signatures**

/s/ Jay D. Rosenbaum                      12/30/2016  
 \*\*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) The reported transactions were transfers, without consideration, from the Rice Energy Irrevocable Trust, a Massachusetts trust of which the Reporting Person is a trustee (the "Old Trust"), to Rice Energy 2016 Irrevocable Trust, a New Hampshire trust whose beneficiaries are the same as the beneficiaries of the Old Trust.
- (2) The Reporting Person has no pecuniary interest in any securities of the Issuer and disclaims beneficial ownership of the securities held by the Old Trust.
- (3) The Reporting Person, as Trustee of the Old Trust, has caused the Old Trust to report separately its beneficial ownership of the Issuer's securities.

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