

KRIMBILL H MICHAEL

Form 4

December 17, 2012

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
Number: 3235-0287
Expires: January 31,
2015
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRIMBILL H MICHAEL

(Last) (First) (Middle)

**6120 S. YALE AVENUE, SUITE
805**

(Street)

TULSA, OK 74136

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NGL Energy Partners LP [NGL]

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

12/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Beneficial Ownership (Instr. 4)
Common Units	12/13/2012		P	30,000	A	\$ 22.3999 (1)	80,000 D (3)
Common Units	12/14/2012		P	20,000	A	\$ 22.3965 (2)	100,000 D (3)
Common Units	12/14/2012		P	100,000	A	\$ 21.5	200,000 D
Common Units						363,555	I See Footnote (4)

Common Units	407,002	I	See Footnote (5)
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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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
KRIMBILL H MICHAEL 6120 S. YALE AVENUE, SUITE 805 TULSA, OK 74136	X		CEO & CFO	

Signatures

/s/ H. Michael
Krimbill 12/17/2012

**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).

The price is the weighted average price for the units reported on this line. The range of prices for the transactions reported on this line is
(1) between \$22.25 and \$22.40 per unit. Complete information regarding the number of units purchased at each separate price will be provided upon request by the commission staff, the issuer or a security holder of the issuer.

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The price is the weighted average price for the units reported on this line. The range of prices for the transactions reported on this line is
(2) between \$22.25 and \$22.40 per unit. Complete information regarding the number of units at each separate price will be provided upon request by the commission staff, the issuer or a security holder of the issuer.

(3) Owned directly by Reporting Person and Laurie Beth Bowen-Krimbill, jointly.

These units are owned directly by KrimGP2010 LLC, which is solely owned by H. Michael Krimbill. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.
(4)

These units are owned directly by Krim2010, LLC, which is owned by Krimbill Enterprises LP, the Reporting Person and James E. Krimbill. The Reporting Person exercises the sole voting and dispositive power for Krimbill Enterprises LP. The Reporting Person
(5) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

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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