

NGL Energy Partners LP
Form 4
August 15, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Osterman Vincent J

(Last) (First) (Middle)

ONE MEMORIAL SQUARE, PO
BOX 67

(Street)

WHITINSVILLE, MA 01588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NGL Energy Partners LP [NGL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2014

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)

President, Eastern Retail OP

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	07/24/2014		A	7,000	A \$ 0 33,740	D	

Common
Units

165,316 I

BY:
OSTERMAN
FAMILY
FOUNDATION
(1)

Common
Units

162,816 I

BY:
OSTERMAN
FAMILY
FOUNDATION
(1)

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Common Units	110,587	I	BY: AO ENERGY, INC. <u>(1)</u>
Common Units	559,784	I	BY: MILFORD PROPANE INC. <u>(1)</u> <u>(2)</u>
Common Units	1,445,850	I	BY: OSTERMAN PROPANE INC. <u>(1)</u> <u>(3)</u>
Common Units	394,350	I	BY: E. OSTERMAN, INC. <u>(1)</u>
Common Units	301,700	I	BY: E. OSTERMAN GAS SERVICES, INC. <u>(1)</u> <u>(2)</u>
Common Units	669,300	I	BY: E. OSTERMAN PROPANE INC. <u>(1)</u>
Common Units	36,450	I	BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC <u>(1)</u>
Common Units	214,600	I	BY: SAVEWAY PROPANE GAS SERVICES, INC. <u>(1)</u>

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	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 Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Osterman Vincent J
ONE MEMORIAL SQUARE, PO BOX 67
WHITINSVILLE, MA 01588

X

President, Eastern Retail OP

Signatures

/s/ Vincent J.
Osterman

08/14/2014

**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).

Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman disclaims beneficial

(1) 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.

(2) Mr. Osterman holds no equity interest in this entity.

These securities are held directly by Osterman Propane, Inc. Osterman Propane, Inc. disclaims beneficial ownership of these securities

(3) except to the extent of its 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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