

Bennett James Donald
Form 4
December 14, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett James Donald

2. Issuer Name **and** Ticker or Trading
Symbol
Cheniere Energy Partners, L.P.
[CQP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11 GREENWAY PLAZA, SUITE
3050

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2009

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

(Street)
HOUSTON, TX 77046

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Units Representing Limited Partner Interests	12/10/2009		M	3,000 A	11 3,000 (4)	D	
Units Representing Limited Partner Interests	12/10/2009		D	3,000 D	\$ 10.7 0	D	

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
PHANTOM UNITS	<u>(1)</u>	12/10/2009		M	3,000	12/10/2009 12/10/2009	COMMON UNITS
PHANTOM UNITS	<u>(2)</u>	12/10/2009		A	3,000	<u>(3)</u> <u>(3)</u>	COMMON UNITS

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bennett James Donald
11 GREENWAY PLAZA, SUITE 3050 X
HOUSTON, TX 77046

Signatures

/s/ Anne V. Vaughan under POA by James D.
Bennett

12/14/2009

**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).

On 12/10/08, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five
(1) percent of this grant vested on 12/10/09, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(2) On 12/10/09, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.

(3) The phantom units vest, and are payable in cash, 25% on each of the first, second, third and forth anniversaries of the grant date.

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- Mr. Bennett disclaims beneficial ownership of these units. Mr. Bennett is an employee of GSO Capital Partners LP or one of its affiliates
- (4) ("GSO"). Under the terms of such employment, Mr. Bennett is required to transfer to GSO or its clients, as applicable, any and all compensation received in connection with his directorship for any portfolio companies managed by GSO.

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.