

MCCAIN ELLIS L
Form 4
June 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAIN ELLIS L

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)
700 MILAM ST., SUITE 800
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2009

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

HOUSTON, TX 77002

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. 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)
Units Representing Limited Partner Interests	05/29/2009		M	3,000	A <u>1</u>	3,000	D
Units Representing Limited Partner Interests	05/29/2009		D	3,000	D \$ 7.44	0	D
Units Representing	05/29/2009		M	750	A <u>2</u>	750	D

Limited
Partner
Interests

Units
Representing
Limited
partner
Interests

05/29/2009

D

750

D

\$ 7.44 0

D

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.

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	05/29/2009		M		3,000		05/29/2009	05/29/2009	Common Units	3,000
Phantom Units	<u>(2)</u>	05/29/2009		M		750		05/29/2009	05/29/2009	Common Units	750
Phantom Units	<u>(3)</u>	05/29/2009		A		3,000		<u>(4)</u>	<u>(4)</u>	Common Units	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCAIN ELLIS L 700 MILAM ST. SUITE 800 HOUSTON, TX 77002	X

Signatures

Anne V. Vaughan under POA by Ellis L.
McCain

06/02/2009

__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 05/29/07, 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 05/29/09, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
 - On 05/29/08, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five
 - (2) percent of this grant vested on 05/29/09, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
 - (3) On 05/29/09, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.
 - (4) The phantom units vest, and are payable in cash, 25% on each of the first, second, third and fourth anniversaries of the grant date.

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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