NGL Energy Partners LP Form 4 July 08, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Osterman Vincent J		orting Person *	Issuer Name and Ticker or Trading Symbol NGL Energy Partners LP [NGL]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	_X_ Director 10% Owner			
ONE MEMORIAL SQUARE, PO BOX 67		UARE, PO	07/06/2016	_X_ Officer (give title Other (spec below) below) President, Eastern Retail OP			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WHITINSV	ILLE, MA	01588		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - No	n-Derivativ	e Secı	ırities Ac	quired, Disposed	d of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)		sposed	of (D)	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	07/06/2016		S(1)	13,486	D	18.47 (2)	119,777	D	
Common Units							122,016	I	BY: OSTERMAN FAMILY FOUNDATION
Common Units							110,587	I	BY: AO ENERGY, INC.

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Common Units	559,784	I	BY: MILFORD PROPANE INC.
Common Units	1,445,850	I	BY: OSTERMAN PROPANE INC.
Common Units	394,350	I	BY: E. OSTERMAN, INC. (3)
Common Units	301,700	I	BY: E. OSTERMAN GAS SERVICES, INC. (3) (4)
Common Units	669,300	I	BY: E. OSTERMAN PROPANE INC.
Common Units	36,450	I	BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC (3)
Common Units	214,600	I	BY: SAVEWAY PROPANE GAS SERVICES, INC. (3)

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

	Transaction Date Onth/Day/Year) Execution any (Month/E		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		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 Trans (Instr
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4, and 5)

Date Expiration or Number of Shares

Relationships

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Osterman Vincent J
ONE MEMORIAL SOLIARE PO BOX 67

ONE MEMORIAL SQUARE, PO BOX 67 X President, Eastern Retail OP WHITINSVILLE, MA 01588

Signatures

/s/ Vincent Osterman by Sharra Straight / POA 07/08/2016

**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).
- The Reporting Person is a participant in the NGL Energy Partners LP 2011 Long-Term Incentive Plan ("Plan"). The 13,486 Common (1) Units reported on this line were sold pursuant to the Reporting Person's prior election to have Common Units withheld and sold to cover the tax withholding obligation in connection with the July 1, 2016 vesting of 30,000 Common Units under the Plan.
- The price is the weighted average price for the common units reported on this line between \$18.08 and \$18.79. Complete information (2) regarding the number of Common Units sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman 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) 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 (5) 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. 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.

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