

Mathews William B.
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mathews William B.

2. Issuer Name and Ticker or Trading Symbol
American Midstream Partners, LP
[AMID]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1614 15TH STREET, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
See Remarks

DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (Instr. 4)
				(A) or (D)	Price		
Common Units (limited partner interests)	03/04/2013		M	3,129	A 11	9,387	D
Common Units (limited partner interests)	03/04/2013		F	1,526	D \$ 16.91	7,861	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- (3) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of board of directors of the general partner of American Midstream Partners, LP.

Remarks:

Vice President of Legal Affairs, Secretary and General Counsel

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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