Mathews William B. Form 4
March 06, 2013

FORM 4

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

OMB Number: 3235-0287

response...

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Mathews William B.

1. Name and Address of Reporting Person *

			American Midstream Partners, LP [AMID]					LP	(Check all applicable)			
(Last) 1614 15TH	(First) STREET, SUIT	(Middle) TE 300	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2013						Director 10% Owner X Officer (give title Other (specify below) See Remarks			
DENVER, O	(Street)			ndment, Date Original nth/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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr.	8)	n(A) or Di	curities Acquired or Disposed of (D) :. 3, 4 and 5) (A) or unt (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Units (limited partner interests)	03/04/2013			M		3,129	A	(1)	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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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom units	<u>(1)</u>	03/04/2013		M	3,129	<u>(2)</u>	(3)	Common Units (limited partner interests)	3,129	<u>(1</u>

Reporting Owners

Departing Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Mathews William B. 1614 15TH STREET SUITE 300

See Remarks

DENVER, CO 80202 Signatures

/s/ William B. 03/06/2013 Mathews

**Signature of Reporting Date
Person

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).
- (1) Each phantom unit was the equivalent of one American Midstream Partners, LP common unit. The reporting person settled 3,129 of his phantom units for American Midstream Partners, LP common units.
- (2) 3,130 of the phantom units vest on March 2, 2014.

Reporting Owners 2

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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. 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.