

EAP PROPERTIES INC
Form 4
February 08, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENCORE ACQUISITION CO

2. Issuer Name and Ticker or Trading Symbol
Encore Energy Partners LP [ENP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 1400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

FORT WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	02/07/2008		P		6,884,776	A	<u>(1)</u>
					20,924,055	I	

See footnote (2)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENCORE ACQUISITION CO 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		
ENCORE OPERATING LP 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		
Encore Partners LP Holdings LLC 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		
EAP PROPERTIES INC 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		
EAP OPERATING INC 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		

Signatures

/s/ Philip D. Devlin (on behalf of all Reporting Persons)

02/08/2008

**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 acquired the Common Units as partial consideration for certain oil and natural gas and related assets having an estimated fair market value of approximately \$250.4 million pursuant to the terms and conditions of a Purchase and Investment Agreement among Encore Operating, L.P. ("Encore Operating"), a wholly owned subsidiary of the reporting person, the Issuer and Encore Energy Partners Operating LLC, a wholly owned subsidiary of the Issuer.

(1) The common units are owned directly by Encore Partners LP Holdings LLC ("LP Holdings") and Encore Operating. The sole limited partner and the sole general partner of Encore Operating is EAP Properties, Inc. ("EAP Properties") and EAP Operating, LLC ("EAP Operating"), respectively. Each of LP Holdings, EAP Properties and EAP Operating is a wholly owned subsidiary of EAC. Each of EAP Properties, EAP Operating and EAC are indirect beneficial owners of the common units.

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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