

Rupe Ryan K
Form 4
November 22, 2017

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 *
Rupe Ryan K

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)
2103 CITYWEST
BLVD., BUILDING 4, SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

HOUSTON, TX 77042

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned 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		
				Code	V	Amount	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr. 3 and 4)	Amount or Number of Shares		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom units ⁽¹⁾	\$ 0	11/20/2017	A		55,000 ⁽²⁾		⁽³⁾	⁽³⁾	Common Units (limited partner interests)	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rupe Ryan K 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042			Vice President	

Signatures

/s/ Tom Leslie, Attorney-in-Fact for Ryan K.
 Rupe 11/22/2017
**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).
- (1) Each phantom unit represents the right to receive between one and three common units of the Issuer upon vesting. Represents the target number of common units that may be issued. The actual number of common units issuable upon vesting can range from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.
- (2) from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.
- (3) The phantom units will generally vest, subject to the Reporting Person's continued service through such date, on the earlier of a change in control transactions or November 20, 2022.

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.