

USA Compression Partners, LP
Form 4
March 14, 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 *
MANIAS WILLIAM G

2. Issuer Name and Ticker or Trading Symbol
USA Compression Partners, LP [USAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2017

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

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450

(Street)

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

AUSTIN, TX 78701

(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)
				(A) or (D)	Price		
Common Units	03/10/2017		M	37,990	A (1) (2)	101,310 (3)	D
Common Units	03/10/2017		M	12,168	A (1) (2)	113,478 (3)	D
Common Units	03/10/2017		M	2,631	A (1) (2)	116,109 (3)	D
Common Units	03/10/2017		D	13,297	D \$ 18.13	102,812 (3)	D
	03/10/2017		D	4,259	D	98,553 (3)	D

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Common Units					\$			
					18.13			
Common Units	03/10/2017		D	921	D	\$	97,632 ⁽³⁾	D
					18.13			

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)	Amount or Number of Shares
Phantom Units	<u>(1)</u> <u>(2)</u>	03/10/2017		M	37,990	03/10/2017 03/10/2017	Common Units	37,990
Phantom Units	<u>(1)</u> <u>(2)</u>	03/10/2017		M	12,168	03/10/2017 03/10/2017	Common Units	12,168
Phantom Units	<u>(1)</u> <u>(2)</u>	03/10/2017		M	2,631	03/10/2017 03/10/2017	Common Units	2,631

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MANIAS WILLIAM G
C/O USA COMPRESSION PARTNERS, LP
100 CONGRESS AVENUE, SUITE 450
AUSTIN, TX 78701

See Remarks

Signatures

/s/ William G.
Manias

03/14/2017

**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 was the economic equivalent of one common unit of USA Compression Partners, LP.
- (2) The Reporting Person settled approximately 35% of his newly vested phantom units for cash and the rest for common units.
- (3) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.

Remarks:

The Reporting Person is the Vice President and Chief Operating Officer of USA Compression GP, LLC, the general partner of

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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