American Midstream Partners, LP Form 4

February 23, 2015

interests)

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dorey Louis J Issuer Symbol American Midstream Partners, LP (Check all applicable) [AMID] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 1400 16TH STREET, SUITE 310 02/19/2015 Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80202 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4)

Reported

Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price Common Units 02/19/2015 \$0 (limited M 3,646 3,646 D Α partner interests) Common Units  $D^{(1)}$ 1,573 D (limited 02/19/2015 2,073 D partner

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number 6. Date Exercisable and		rcisable and	7. Title and Amount of		8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Transaction Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	*					
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	^	Title	Number	
				$\alpha + \nu$	(A) (D)				of	
				Code V	(A) (D)				Shares	
Common								Common		
Units								Units		
(limited	<u>(2)</u>	02/19/2015		M	3,646	(3)	<u>(4)</u>	(limited	3,646	\$
`	121	02/17/2015		IVI	3,040	<u> </u>	<u> </u>	`	3,040	Ψ
partner								partner		
interests)								interests)		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Dorey Louis J

1400 16TH STREET

Vice President **SUITE 310** 

DENVER, CO 80202

## **Signatures**

/s/William B. Mathews, Attorney-In-Fact for Louis J. 02/23/2015 Dorey

> \*\*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) Units were sold back to the Issuer at market value to pay withholding taxes.
- (2) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (3) 25% of the phantom units vest on each of the first four anniversaries of the February 19, 2014 grant date.

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#### (4) The phantom units do not expire.

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.