

KRIMBILL H MICHAEL  
 Form 4  
 December 17, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**KRIMBILL H MICHAEL**

2. Issuer Name and Ticker or Trading Symbol  
**NGL Energy Partners LP [NGL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**6120 S. YALE AVENUE, SUITE 805**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/13/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & CFO**

**TULSA, OK 74136**  
 (City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4)
Common Units	12/13/2012		P	30,000 A	\$ 22.3999 80,000	D (3)	
					(1)		
Common Units	12/14/2012		P	20,000 A	\$ 22.3965 100,000	D (3)	
					(2)		
Common Units	12/14/2012		P	100,000 A	\$ 21.5 200,000	D	
Common Units					363,555	I	See Footnote (4)

Common Units	407,002	I	See Footnote (5)
-----------------	---------	---	------------------------

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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. 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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
---	--	---	---	--------------------------------------	--	--	---	---	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRIMBILL H MICHAEL 6120 S. YALE AVENUE, SUITE 805 TULSA, OK 74136	X		CEO & CFO	

## Signatures

/s/ H. Michael  
Krimbill 12/17/2012

\*\*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 price is the weighted average price for the units reported on this line. The range of prices for the transactions reported on this line is
- (1) between \$22.25 and \$22.40 per unit. Complete information regarding the number of units purchased at each separate price will be provided upon request by the commission staff, the issuer or a security holder of the issuer.

## Edgar Filing: KRIMBILL H MICHAEL - Form 4

The price is the weighted average price for the units reported on this line. The range of prices for the transactions reported on this line is

(2) between \$22.25 and \$22.40 per unit. Complete information regarding the number of units at each separate price will be provided upon request by the commission staff, the issuer or a security holder of the issuer.

(3) Owned directly by Reporting Person and Laurie Beth Bowen-Krimbill, jointly.

These units are owned directly by KrimGP2010 LLC, which is solely owned by H. Michael Krimbill. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

(4)

These units are owned directly by Krim2010, LLC, which is owned by Krimbill Enterprises LP, the Reporting Person and James E. Krimbill. The Reporting Person exercises the sole voting and dispositive power for Krimbill Enterprises LP. The Reporting Person

(5) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

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.