Summit Midstream Partners, LP
Form 4
March 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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 *
Newby Steven J

(Last) (First) (Middle)

C/O SUMMIT MIDSTREAM PARTNERS, LP, 1790 HUGHES LANDING BLVD., SUITE 500

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Summit Midstream Partners, LP [SMLP]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	03/15/2015		M		14,069	A	(1)	15,939	D	
Common Units	03/15/2015		F		3,200	D	$ 33.94	12,739	D	

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Phantom Units (DCP)	(2)	03/15/2015		A		3,810		(2)	(2)	Phantom Units (DCP)	3,8
Phantom Units	(1)	03/15/2015		M			7,733	(3)	(4)	Common Units	7,7
Distribution Equivalent Rights	$ 3.915	03/15/2015		D			7,733	(3)	(4)	Distribution Equivalent Rights	7,7
Phantom Units (DCP)	(5)	03/15/2015		A		3,121		(5)	(5)	Phantom Units (DCP)	3,1
Phantom Units	(1)	03/15/2015		M			6,336	(6)	(4)	Common Units	6,3
Distribution Equivalent Rights	$ 2.12	03/15/2015		D			6,336	(6)	(4)	Distribution Equivalent Rights	6,3
Phantom Units	(1)	03/15/2015		A		56,718		(7)	(4)	Phantom Units	56,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newby Steven J C/O SUMMIT MIDSTREAM PARTNERS, LP 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X		See Remarks	

Signatures

/s/ Brock M. Degeyter, Attorney-in-Fact for Steven J. Newby	03/17/2015
**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 is the economic equivalent of one common unit.
(2)	Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2013 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment. The Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.
(3)	One-third of the phantom units subject to the original award agreement vested on March 15, 2015, with the final one-third of the phantom units subject to vesting on the third anniversary of the March 15, 2013 grant date, subject to continued employment. The Reporting Person received distribution equivalent rights (DERs) for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.
(4)	The phantom units and associated DERs do not expire. The phantom units are settled upon vesting in common units (on a one-for-one basis) or in cash, at the discretion of the Issuer.
(5)	Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2014 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment. The Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.
(6)	One-third of the phantom units subject to the original award agreement vested on March 15, 2015, with the remaining phantom units subject to vesting on the second and third anniversaries of the March 15, 2014 grant date, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.
(7)	One-third of the phantom units (rounded down to the nearest whole number of units, except in the case of the final vesting date) shall vest on each of the first, second and third anniversaries of the March 15, 2015 grant date, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.

Remarks:

The Reporting Person is President and Chief Executive Officer of Summit Midstream GP, LLC, the general partner of the Issu

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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