

Oiltanking Partners, L.P.
 Form 4
 October 01, 2014

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 *
 OTB Holdco, LLC

2. Issuer Name and Ticker or Trading Symbol
 Oiltanking Partners, L.P. [OILT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 CLAY STREET, SUITE 2400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2014

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% owner

HOUSTON, TX 77002

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 10/01/2014 | | S | | 8,737,738 (1) | D | (2) 0 |

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)

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated Units | (3) | 10/01/2014 | | S | 17,984,118 (1) | (3) (3) | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| OTB Holdco, LLC 333 CLAY STREET, SUITE 2400 HOUSTON, TX 77002 | | | | Former 10% owner |

Signatures

/s/ Kenneth F. Owen, the President and CEO of OTB Holdco, LLC
 10/01/2014
 **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 amount of securities beneficially owned prior to the reported transaction has been adjusted to reflect a two-for-one split of the
- (1) Common and Subordinated Units of Oiltanking Partners, L.P., a Delaware limited partnership (the "Issuer"), that became effective on July 14, 2014.
 - (2) On October 1, 2014, Enterprise Products Partners, L.P., a Delaware limited partnership ("Enterprise"), acquired all of the issued and outstanding interest in OTLP GP, LLC, a Delaware limited liability company and the general partner of the Issuer, and all of the Common Units and Subordinated Units of the Issuer held by Oiltanking Holding Americas, Inc. ("OTA") and OTB Holdco, LLC ("OTB Holdco") in exchange for \$2.21 billion of cash and the issuance of 54,807,352 common units representing limited partner interests in Enterprise, pursuant to a Contribution and Purchase Agreement, dated as of October 1, 2014, by and among Enterprise, OTA and OTB Holdco.
 - (3) The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period.

Remarks:

The reporting person's status as an insider terminated on October 1, 2014.

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.