NGL Energy Partners LP Form 4 July 06, 2015

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Coady Shawn W Issuer Symbol NGL Energy Partners LP [NGL] (Check all applicable)

6120 S. YALE AVENUE, SUITE

(First)

(Month/Day/Year) 07/01/2015

\_X\_\_ Director 10% Owner

805

3. Date of Earliest Transaction

X\_ Officer (give title Other (specify below) below) President, Retail Division

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**TULSA, OK 74136** 

(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 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3, 4 and 5) Form: Direct (Instr. 3) Code Beneficially Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common  $F^{(1)}$ 07/01/2015 6.165 D 65,675 D Units 30.55 Common 07/01/2015  $A^{(2)}$ 22,759 \$0 88,434 D A Units Common  $F^{(3)}$ D 07/01/2015 9,345 D 79,089 30.55 Units Common SEE FTN 2,320,391 I (4) Units Common SEE FTN 110,000 I (5) Units

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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.

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.	6. Date Exercisable and 7. T		7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	Date Amo		of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ing	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date Expiration Exercisable Date		or Title Number		
								of		
				Code V	$^{\prime}$ (A) (D)			Sh	nares	

## **Reporting Owners**

	Relationships			
Reporting Owner Name / Address	•			

Director 10% Owner Officer Other

Coady Shawn W

6120 S. YALE AVENUE, SUITE 805 X President, Retail Division

**TULSA, OK 74136** 

## **Signatures**

/s/ Shawn W. Coady 07/06/2015

\*\*Signature of Date
Reporting Person

# **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) The units were withheld by the Issuer to satisfy the tax withholding upon vesting of restricted units. This is not an open market sale of securities.
- (2) Settlement of non-derivative performance units granted under the Issuer's long term incentive plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (3) The units were withheld by the Issuer to satisfy tax withholding requirements. This is not an open market sale of securities.
- (4) The units reported on this line are held by the SWC Family Partnership LP. SWC Family Partnership LP is a limited partnership which is solely owned by SWC General Partner LLC. The Reporting Person is the sole member of SWC General Partner, LLC. The Reporting

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

**SEC 1474** 

(9-02)

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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.

The units reported on this line are held by the 2012 Shawn W. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's children. 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.

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.