Barkauskas Steven A Form 4 January 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

See Instruction

Check this box

SECURITIES 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

2800

1. Name and Address of Reporting Person * Barkauskas Steven A Symbol

(Middle)

(First)

9 GREENWAY PLAZA, SUITE

2. Issuer Name and Ticker or Trading Boardwalk Pipeline Partners, LP

[BWP]

3. Date of Earliest Transaction

(Month/Day/Year) 01/20/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below)

Senior VP, Controller and CAO

(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

HOUSTON, TX 77046

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Secur	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
BWP (Common Units)	01/20/2012		Code V M	Amount 747	(D)	Price (1)	747	D	
BWP (Common Units)	01/20/2012		D	747	D	\$ 27.17	0	D	

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

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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. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Derivative	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
					Disposed				
					of (D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						_			or
						Date	Expiration	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
Phantom	(1)	01/00/0010			7.47	01/00/0010	01/00/0010	Common	7.47
Units	<u>(1)</u>	01/20/2012		M	747	01/20/2012	01/20/2012	Units	747

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting o wher rame, readies	

Director 10% Owner Officer Other

Barkauskas Steven A 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046 Senior VP, Controller and Der Sec

CAO

Signatures

/s/ Steven A.
Barkauskas
01/20/2012

**Signature of Reporting 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 share of phantom units is the equivalent of one share of BWP common units. The reporting person settled his shares of phantom units for cash pursuant to the payment provisions in the reporting person's grant agreement.

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.

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