Edgar Filing: Boardwalk Pipeline Partners, LP - Form 4

Boardwalk Pipeline Partners, LP Form 4 February 06, 2017

February 06, 2017	7									
FORM 4			CECU	DIFIE		CHANCE			PPROVAL	
	UNITED	STATES		RITIES A Ashington			COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
subject to Section 16. Form 4 or	16. SECURITIES						Estimated burden hou response	average urs per		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).		(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 940			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> McMahon Michael E				er Name an e	d Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer			
	Boardw [BWP]			walk Pipel	ine Partr	ners, LP	(Check all applicable)			
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Officer (give title Other (specify below) below)					
9 GREENWAY 1 2800	02/02/2017				below) below) Sr. VP, Gen. Counsel & Sec					
(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				
HOUSTON, TX 77046								More than One Reporting		
(City) (S	State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Deminden Derector	1:	. f		Code V		(D) Price				
Reminder: Report on	a separate find	e for each cl	ass of sec	unues bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab				-	sposed of, or convertible	Beneficially Owned securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day.	/Year)	(Instr. 3 and	4)	Secu (Inst
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/02/2017		А	24,208	(2)	(2)	Common Units	24,208	9

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
McMahon Michael E 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046			Sr. VP, Gen. Counsel & Sec			
Signaturos						

Signatures

/s/: Michael E. McMahon	02/06/2017		
**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 of the Issuer.

Except as otherwise provided in the Reporting Person's Phantom Unit Grant Agreement, 50% of the phantom units vest on December 1, 2018 (First Tranche) and the remaining 50% vest on December 1, 2019 (Second Tranche). All phantom units will be settled in cash, but the timing of the cash payment of the First Tranche will be determined by the payment election the Reporting Person is required to make

(2) by March 3, 2017. The Reporting Person may elect to have the phantom units paid in connection with the vesting of the First Tranche or deferred until the payment associated with the Second Tranche, except for amounts accelerated and withheld to satisfy applicable tax withholding obligations related to the December 1, 2018, vesting event. The Second Tranche is not subject to a deferral election and will be paid to the Reporting Person within 30 days of the vesting event.

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.