Buskill Jamie L Form 4 February 12, 2018

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

Check this box if no longer subject to Section 16.

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

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Buskill Jamie L

(Last) (First) (Middle)

9 GREENWAY PLAZA, SUITE 2800

(Street)

(State)

HOUSTON, TX 77046

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

Boardwalk Pipeline Partners, LP [BWP]

3. Date of Earliest Transaction

(Month/Day/Year)

02/08/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Owned

5. Amount of

Securities

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

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

Persons who respond to the collection of SEC 1474 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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP, CFO & Treasurer

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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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	4)	Secu (Inst
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/08/2018		A	33,988	(2)	(2)	Common Units	33,988	9

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Buskill Jamie L 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046

SVP, CFO & Treasurer

Signatures

/s/ Jamie L. 02/12/2018 Buskill

**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) 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, 2019 (First Tranche) and the remaining 50% vest on December 1, 2020 (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 9, 2018. 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, 2019, 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.

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