

STAR GAS PARTNERS LP
Form 4
February 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LAWRENCE BRYAN H

(Last) (First) (Middle)

410 PARK AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10022-4407

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STAR GAS PARTNERS LP [SGU]

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

02/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	02/16/2017		J ⁽¹⁾		10,546,567 ⁽²⁾	A	\$ 0
					10,546,567 ⁽³⁾	I	
Common Units	02/16/2017		J ⁽⁴⁾		3,000,000 ⁽²⁾	D	\$ 0
					7,546,567 ⁽³⁾	I	
Common Units	02/16/2017		J ⁽⁴⁾		213,150	A	\$ 0
					588,358	D	

See footnote (3)
See footnote (3)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follow Repo Trans (Instr
				Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE BRYAN H 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022-4407	X			

Signatures

/s/ Bryan H. Lawrence 02/21/2017

**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) After the close of the market trading session on February 16, 2017, Kestrel Energy Partners, LLC ("Kestrel") made an in-kind distribution of common units of Star Gas Partners, L.P. ("Star Gas") pro rata to its members. As a member of Kestrel, Yorktown Energy Partners VI, L.P. did not hold a pecuniary interest in the common units of Star Gas held by Kestrel prior to the in-kind distribution.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
 - (2) These securities are owned directly by Yorktown Energy Partners VI, L.P. ("Yorktown VI"). The reporting person is a member and manager of Yorktown VI Associates LLC ("Yorktown VI Associates"), the general partner of Yorktown VI Company LP ("Yorktown VI Company"), the general partner of Yorktown VI.

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(4) Pro rata distributions from Yorktown VI, Yorktown VI Company and Yorktown VI Associates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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