

NGL Energy Partners LP
 Form 4
 August 22, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Osterman Vincent J

(Last) (First) (Middle)

ONE MEMORIAL SQUARE, PO BOX 67

(Street)

WHITINSVILLE, MA 01588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NGL Energy Partners LP [NGL]

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2016

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)

President, Eastern Retail OP

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code V | Amount | | | |
| Common Units | 08/19/2016 | | S ⁽¹⁾ | 5,936 | D | 18.22 | 172,143 | D |
| | | | | | | ⁽²⁾ | | |

Common Units

122,016

I

BY:
 OSTERMAN FAMILY FOUNDATION
⁽³⁾

Common Units

110,587

I

BY: AO ENERGY, INC.
⁽³⁾

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| | | | |
|--------------|-----------|---|---|
| Common Units | 559,784 | I | BY: MILFORD PROPANE INC. <u>(3) (4)</u> |
| Common Units | 1,445,850 | I | BY: OSTERMAN PROPANE INC. <u>(3) (5)</u> |
| Common Units | 394,350 | I | BY: E. OSTERMAN, INC. <u>(3)</u> |
| Common Units | 301,700 | I | BY: E. OSTERMAN GAS SERVICES, INC. <u>(3) (4)</u> |
| Common Units | 669,300 | I | BY: E. OSTERMAN PROPANE INC. <u>(3)</u> |
| Common Units | 36,450 | I | BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC <u>(3)</u> |
| Common Units | 214,600 | I | BY: SAVEWAY PROPANE GAS SERVICES, INC. <u>(3)</u> |

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.

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(9-02)

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, | 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 Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| Code | V | (A) | (D) | Date | Expiration | Title | Amount or Number of Shares |
|------|---|-----|-----|-------------|------------|-------|--|
| | | | | Exercisable | Date | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Osterman Vincent J ONE MEMORIAL SQUARE, PO BOX 67 WHITINSVILLE, MA 01588 | X | | President, Eastern Retail OP | |

Signatures

| | |
|--|------------|
| /s/ Vincent Osterman by Sharra Straight / POA | 08/22/2016 |
| <u> </u> 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).
- The Reporting Person is a participant in the NGL Energy Partners LP 2011 Long-Term Incentive Plan ("Plan"). The 5,936 Common
- (1) Units reported on this line were sold pursuant to the Reporting Person's prior election to have Common Units withheld and sold to cover the tax withholding obligation in connection with the August 15, 2016 vesting of 13,302 Common Units under the Plan.
- The price is the weighted average price for the Common Units reported on this line between \$18.20 and \$18.72. Complete information
- (2) regarding the number of Common Units sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman disclaims beneficial
- (3) 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.
- (4) Mr. Osterman holds no equity interest in this entity.
- These securities are held directly by Osterman Propane, Inc. Osterman Propane, Inc. disclaims beneficial ownership of these securities
- (5) except to the extent of its 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.