

ATKINSON BRADLEY K  
Form 3  
May 11, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ATKINSON BRADLEY K		(Month/Day/Year)	NGL Energy Partners LP [NGL]	
(Last)	(First)	(Middle)	05/11/2011	
6120 SOUTH YALE AVENUE, SUITE 805			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
TULSA,Â OKÂ 74136			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP, Business Development	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	281,147	I	See footnote <u>(1)</u>

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Subordinated Units <sup>(2)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Units	331,898	\$ <sup>(2)</sup>	I	See footnote <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATKINSON BRADLEY K 6120 SOUTH YALE AVENUE, SUITE 805 TULSA, OK 74136	Â	Â	Â VP, Business Development	Â

## Signatures

/s/ Sharra Straight,  
Attorney-in-Fact

05/11/2011

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These units are owned directly by Atkinson Investors, LLC, which is owned by Bradley K. Atkinson Family Investments, L.P. Bradley K. Atkinson Family Investments, L.P. is owned by the Reporting Person, Cheryl L. Atkinson, his wife, Jennifer Lynn Atkinson Trust, Michael Steven Atkinson Trust, and its general partner, Bradley K. Atkinson Family Management Company, LLC. Bradley K. Atkinson

(1) Family Management Company, LLC is owned by the Reporting Person and Cheryl L. Atkinson. The Reporting Person disclaims beneficial 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.

The Subordinated Units have no expiration date and will convert on a one-for-one basis into Common Units at the end of the

(2) subordination period, as described in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-172186), and as set forth in the Issuer's Second Amended and Restated Agreement of Limited Partnership.

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### Remarks:

Exhibit 24 - Power of Attorney

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.