

Coady Todd M
Form 4
February 27, 2013

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 *
Coady Todd M

(Last) (First) (Middle)
6120 S. YALE AVENUE, SUITE 805
(Street)

TULSA, OK 74136

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

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)
VP, Administration

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Units | 12/14/2012 | | G ⁽¹⁾ | V 918,901 D \$ 0 0 | | I | See Footnote (2) |
| Common Units | 12/14/2012 | | G ⁽¹⁾ | V 918,901 A \$ 0 918,901 | | I | See Footnote (1) |
| Common Units | 12/28/2012 | | G ⁽³⁾ | V 385,036 D \$ 0 0 | | I | See Footnote (3) |
| Common Units | 12/28/2012 | | G ⁽³⁾ | V 275,036 A \$ 0 1,193,937 | | I | See Footnote |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---|---------|---|------|---------|---|-------------------------------|
| Common Units | 12/28/2012 | | G ⁽³⁾ | V | 110,000 | A | \$ 0 | 110,000 | I | (1) See Footnote (4) |
| Common Units | | | | | | | | 21,000 | D | |

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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Units | \$ 0 | 12/14/2012 | | G ⁽¹⁾ | V | | 1,124,001 | (5) | (5) | Common Units |
| Subordinated Units | \$ 0 | 12/14/2012 | | G ⁽¹⁾ | V | | 1,124,001 | (5) | (5) | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coady Todd M 6120 S. YALE AVENUE, SUITE 805 TULSA, OK 74136 | | | VP, Administration | |

Signatures

/s/ Todd Coady 02/26/2013
 **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).

The units reported on this line were gifted to TMC Family Partnership LP. TMC Family Partnership is a limited partnership which is solely owed by TMC General Partner LLC. Mr. Todd M. Coady is the sole member of TMC General Partner, LLC. Mr. Todd Coady

(1) 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 units reported on this line were owned directly by Hicks Oils & Hicksgas, Incorporated, which is owned by Todd M. Coady and

(2) Shawn W. Coady. Following dispositions by gift by each of Todd M. Coady and Shawn W. Coady, Hicks Oils & Hicksgas, Incorporated no longer own any units.

(3) The units reported on this line are owned directly by Thorndike, LLC, which is solely owned by Todd M. Coady. The Reporting Person gifted the units to TMC Family Partnership LP and 2012 Todd M. Coady Irrevocable Insurance Trust.

The units reported on this line were gifted to 2012 Todd M. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's

(4) children. 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

(5) subordination period, 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, as amended.

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.