

Compressco Partners, L.P.
Form 4
July 30, 2014

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 *
TETRA TECHNOLOGIES INC

(Last) (First) (Middle)

24955 INTERSTATE 45 NORTH,

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Compressco Partners, L.P. [GSJK]

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

07/28/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units representing limited partner interests | 07/28/2014 | | P | V 1,391,113 A | \$ 23.5 7,818,370 | I | see footnote (1) |

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| TETRA TECHNOLOGIES INC 24955 INTERSTATE 45 NORTH THE WOODLANDS, TX 77380 | | X | | |
| Compressco Partners GP Inc 101 PARK AVENUE SUITE 1200 OKLAHOMA CITY, OK 73102 | | X | | |
| COMPRESSCO INC 101 PARK AVENUE SUITE 1200 OKLAHOMA CITY, OK 73102 | | X | | |
| TETRA International Inc 24955 INTERSTATE 45 NORTH THE WOODLANDS, TX 77380 | | | | Affiliated entity |

Signatures

| | |
|--|------------|
| Bass C. Wallace, Jr., Sr. Vice President and General Counsel of TETRA Technologies, Inc., a Delaware corporation | 07/30/2014 |
| **Signature of Reporting Person | Date |
| Bass C. Wallace, Jr., General Counsel of Compressco Partners GP Inc., a Delaware corporation | 07/30/2014 |
| **Signature of Reporting Person | Date |
| Bass C. Wallace, Jr., Secretary of TETRA International Incorporated, a Delaware corporation | 07/30/2014 |
| **Signature of Reporting Person | Date |

Bass C. Wallace, Jr., Attorney-in-fact for Compressco, Inc., a Delaware corporation

07/30/2014

____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).

1,391,113 of the reported Common Units are owned directly by Compressco Partners Investment, LLC ("CPI"), a direct, wholly owned subsidiary of Compressco Partners GP Inc. ("CPGP"), the general partner of the Issuer and a direct, wholly owned subsidiary of Compressco, Inc. ("CI"), and may be deemed to be beneficially owned by (i) CPGP, (ii) CI, a direct, wholly owned subsidiary of TETRA Technologies, Inc. ("TTI"), and (iii) TTI; 5,704,046 of the reported Common Units are owned directly by CPGP and may be deemed to be beneficially owned by (i) CI, and (ii) TTI; and, 723,211 of the reported Common Units are owned directly by TETRA International Incorporated, a direct, wholly owned subsidiary of TTI, and may be deemed to be beneficially owned by TTI.

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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