NGL Energy Partners LP Form 4 September 16, 2014

### FORM 4

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

Washington, D.C. 20549

OMB
Number:
Expires:

**OMB APPROVAL** 

Estimated average

burden hours per

response...

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Kehoe David C |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                           |  |  |
|---|----------|----------|--|---|--|--|
|   |          |          | NGL Energy Partners LP [NGL]                         |   |  |  |
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction                      |   |  |  |
| 6120 S. YALE AVENUE, SUITE<br>805                       |          |          | (Month/Day/Year)<br>09/09/2014                       | Director 10% Owner _X_ Officer (give title Other (specification) below)  Exec. VP NGL Crude Logistics |  |  |
|   | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person      |  |  |
| TULSA, OK   | 74136    |          |  | Form filed by More than One Reporting  Person   |  |  |

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                             | Derivative Secu  | rities Acquii  | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|---|--|----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acord Disposed of (Instr. 3, 4 and (A) or Amount (D) | (D)<br>55)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Units                      | 09/09/2014                              |   | S                                       | 14,455 D   | \$ 42.7896 (1) | 186,630  | D  |   |

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.

SEC 1474

(9-02)

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

#### Edgar Filing: NGL Energy Partners LP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D) |                     | ate                | 7. Title<br>Amoun<br>Underly<br>Securiti<br>(Instr. 3 | t of<br>ying<br>es                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|--|---|--|
|   |   |                                      |   | Code V                                 | (Instr. 3, 4, and 5)  (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title N   | Amount<br>or<br>Number<br>of<br>Shares |   |  |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |           |       |  |  |  |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| 1                              | Director      | 10% Owner | Officer   | Other |  |  |  |
| Kehoe David C                  |               |           | Exec. VP  |       |  |  |  |
| 6120 S. YALE AVENUE, SUITE 805 |               |           | NGL Crude |       |  |  |  |
| TULSA, OK 74136                |               |           | Logistics |       |  |  |  |

## **Signatures**

/s/ Sharra Straight, 09/16/2014 Attorney-in-Fact

\*\*Signature of Reporting Person I

#### **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 price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on (1) this line is between \$42.50 and \$43.00 per unit. Complete information 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.

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.

Reporting Owners 2