NGL Energy Partners LP
Form 4
September 04, 2014

FORM 4

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

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

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).

(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)
09/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Eastern Retail OP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	09/02/2014		S[(1)]		2,500	D	$ 42.4934 [(2)]	155,316	I	BY: OSTERMAN FAMILY FOUNDATION [(3)]
Common Units	09/03/2014		S[(1)]		2,500	D	$ 42.6268 [(4)]	152,816	I	BY: OSTERMAN FAMILY FOUNDATION [(3)]
Common Units								110,587	I	BY: AO ENERGY, INC.

				(3)
Common Units		559,784	I	BY: MILFORD PROPANE INC. (3) (5)
Common Units		1,445,850	I	BY: OSTERMAN PROPANE INC. (3) (6)
Common Units		394,350	I	BY: E. OSTERMAN, INC. (3)
Common Units		301,700	I	BY: E. OSTERMAN GAS SERVICES, INC. (3) (5)
Common Units		669,300	I	BY: E. OSTERMAN PROPANE INC. (3)
Common Units		36,450	I	BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC (3)
Common Units		214,600	I	BY: SAVEWAY PROPANE GAS SERVICES, INC. (3)
Common Units		31,458	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	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	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 Owne

Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						Follo Repo Trans (Instr
	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
Osterman Vincent J ONE MEMORIAL SQUARE, PO BOX 67 WHITINSVILLE, MA 01588	X		President, Eastern Retail OP	

Signatures

/s/ Vincent J. Osterman	09/04/2014
**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) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the Osterman Family Foundation on February 19, 2014.

(2) The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on this line is between $42.43 and $42.52 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.

(3) Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman 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.

(4) The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on this line is between $42.48 and $42.85 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.

(5) Mr. Osterman holds no equity interest in this entity.

(6) These securities are held directly by Osterman Propane, Inc. Osterman Propane, Inc. disclaims beneficial ownership of these securities 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.
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