

PHILLIPS 66 PARTNERS LP

Form 4

December 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips 66 Project Development Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
PHILLIPS 66 PARTNERS LP
[PSXP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3010 BRIARPARK DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2015

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

HOUSTON, TX 77042

(City) (State) (Zip)

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

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)
			Code	V	Amount (1) (2)	(A) or (D)	Price
Common Units	12/01/2015		A ⁽¹⁾		606,056	A	11
					(1) (2)		
					58,349,042	D ⁽¹⁾	

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
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SEC 1474
(9-02)

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

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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 Reported 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
Phillips 66 Project Development Inc. 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X	X		
Phillips 66 Co 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X	X		
Phillips 66 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X	X		

Signatures

Paula A. Johnson, Vice President	12/02/2015
<u> </u> **Signature of Reporting Person	Date

Paula A. Johnson, Executive VP of Phillips 66	12/02/2015
<u> </u> **Signature of Reporting Person	Date

Paula A. Johnson, Executive VP of Phillips 66 Company	12/02/2015
**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) On December 1, 2015, in connection with the closing of the transactions contemplated by the Contribution, Conveyance and Assumption Agreement dated October 29, 2015, by and among the Issuer, Phillips 66 Partners GP LLC (the "General Partner"), Phillips 66 Company ("P66 Company"), Phillips 66 Project Development Inc. ("P66 PDI") and Phillips 66 Gulf Coast Pipeline LLC ("P66 Pipeline"), the Issuer acquired a pipeline interest from P66 Pipeline. The consideration paid by the Issuer included the assumption of a \$34.8 million note payable to P66 Company that the Issuer immediately paid in full; 606,056 common units of the Issuer issued to P66 PDI; and 12,369 general partner units issued to the General Partner to maintain its 2% general partner interest in the Issuer.

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- (2) This Form 4 is filed jointly by Phillips 66 ("PSX"), P66 Company, and P66 PDI. P66 PDI, a direct wholly owned subsidiary of P66 Company, owns all of the outstanding membership interests in the General Partner. Accordingly, the General Partner is an indirect wholly owned subsidiary of both P66 Company and PSX. P66 Company and PSX may be deemed to indirectly own the securities of the Issuer directly held by the General Partner, but disclaim beneficial ownership except to the extent of their pecuniary interest therein. P66 Company and PSX may also be deemed to indirectly own the securities of the Issuer directly held by P66 PDI, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

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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