NGL Energy Partners LP Form 4 July 06, 2015

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Coady Shawn W			2. Issuer Name <b>and</b> Ticker or Trading Symbol NGL Energy Partners LP [NGL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an applicable)			
			(Month/Day/Year)	_X_ Director 10% Owner			
6120 S. YALE AVENUE, SUITE 805			07/01/2015	X Officer (give title Other (specify below)			
				President, Retail Division			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
TULSA, OK 74136				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

### (City) (State) (Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Units	07/01/2015		F(1)	6,165	D	\$ 30.55	65,675	D	
Common Units	07/01/2015		A(2)	22,759	A	\$ 0	88,434	D	
Common Units	07/01/2015		F(3)	9,345	D	\$ 30.55	79,089	D	
Common Units							2,320,391	I	SEE FTN (4)
Common Units							110,000	I	SEE FTN (5)

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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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration	or		
						Exercisable	ercisable Date	Title Number of		
				Code V	$^{\prime}$ (A) (D)			St	nares	

## **Reporting Owners**

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Coady Shawn W

6120 S. YALE AVENUE, SUITE 805 X President, Retail Division

**TULSA, OK 74136** 

### **Signatures**

/s/ Shawn W. Coady 07/06/2015

\*\*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).
- (1) The units were withheld by the Issuer to satisfy the tax withholding upon vesting of restricted units. This is not an open market sale of securities.
- (2) Settlement of non-derivative performance units granted under the Issuer's long term incentive plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (3) The units were withheld by the Issuer to satisfy tax withholding requirements. This is not an open market sale of securities.
- (4) The units reported on this line are held by the SWC Family Partnership LP. SWC Family Partnership LP is a limited partnership which is solely owned by SWC General Partner LLC. The Reporting Person is the sole member of SWC General Partner, LLC. The Reporting

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

**SEC 1474** 

(9-02)

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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 units reported on this line are held by the 2012 Shawn W. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's 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.

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.