Rupe Ryan K Form 4 March 20, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rupe Ryan K Issuer Symbol American Midstream Partners, LP (Check all applicable) [AMID] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 2103 CITYWEST 02/19/2018 Vice President BLVD., BUILDING 4, SUITE 800 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77042

partner interests)

				Person							
	(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly 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. Securit n(A) or Di (D) (Instr. 3,	sposed	l of	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)	
	Common Units (limited partner interests)	02/19/2018			2,123	` ′		24,243	D		
	Common Units (limited	02/19/2018		F	694 <u>(2)</u>	D	\$	23,549	D		

12.1

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: Rupe Ryan K - Form 4

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom units (3)	Ш	02/19/2018	M	2,123	<u>(4)</u>	<u>(5)</u>	Common Units (limited partner interests)	2,123	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
Neborting Owner Name / Address	

Director 10% Owner Officer Other

Rupe Ryan K 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042

Vice President

Signatures

/s/ Tom Leslie, Attorney-in-Fact for Ryan K.

Rupe 03/19/2018

**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 phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (2) Units were sold back to the Issuer at market value to pay withholding taxes.
- (3) Grant date: February 19, 2014.

Reporting Owners 2

Edgar Filing: Rupe Ryan K - Form 4

- (4) 25% of the phantom units vest on each of the first four anniversaries of the February 19, 2014 grant date.
- (5) The phantom units do not expire.

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.