

Haney Mark  
Form 4  
January 17, 2019

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Haney Mark

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)

2331 CITYWEST BLVD.

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/15/2019

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

HOUSTON, TX 77042

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

(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. 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 (Limited Partner Interests)								28,000	D
Common Units (Limited Partner Interests)	01/15/2019		M		1,418 (1)	A	\$ 0	29,418	D
Common Units	01/15/2019		D		1,418 (1)	D	\$ 48.5025	28,000	D

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(Limited  
Partner  
Interests)

(2)

Common  
Units

(Limited 01/16/2019  
Partner  
Interests)

P

1,392  
(3)

A

\$  
49.3113

29,392

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)

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. Amount or Number of Shares
				Code	V	(A)	(D)	
Phantom Units	<u>(4)</u>	01/15/2019		M		1,418	01/15/2019	<u>(5)</u>
								Common Units (Limited Partner Interests)
Phantom Units	<u>(4)</u>	01/15/2019		A <u>(6)</u>		1,650	01/15/2022	<u>(5)</u>
								Common Units (Limited Partner Interests)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haney Mark 2331 CITYWEST BLVD. HOUSTON, TX 77042	X			

## Signatures

Amanda K. Maki, Attorney in Fact (by power of attorney, filed on January 18, 2018)

01/17/2019

\_\_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) These transactions do not represent the actual purchase and sale of common units by the reporting person. In accordance reporting requirements, they represent the cash settlement of a phantom unit award.
- (2) The price reflected is the average of the high and the low price of the Company's common unit on January 15, 2019.
- (3) In accordance with Rule 10b5-1, on December 7, 2015, the reporting person gave instructions to purchase common units with the cash payment received upon settlement of the 1,418 phantom units reported on this Form 4.
- (4) Phantom units are the economic equivalent of one common unit of Phillips 66 Partners LP.
- (5) The phantom units do not have an expiration date.
- (6) Annual grant to non-employee directors of phantom units.

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.