

Rupe Ryan K
Form 4
April 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rupe Ryan K

2. Issuer Name **and** Ticker or Trading
Symbol
American Midstream Partners, LP
[AMID]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President

2103 CITYWEST
BLVD., BUILDING 4, SUITE 800

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HOUSTON, TX 77042

(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)
Common Units (limited partner interests)	04/01/2019		M	3,577 A	\$ 0 (1)	60,006	D
Common Units (limited partner interests)	04/01/2019		F	871 (2) D	\$ 5.18	59,135	D
	04/01/2019		M	5,787 A		64,922	D

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Common Units (limited partner interests)					\$ 0 (1)			
Common Units (limited partner interests)	04/01/2019	F	1,410 (2)	D	\$ 5.18	63,512	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Price of Underlying Securities (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom units	(3)	04/01/2019		M		3,577		(4)	(5)	Common Units (limited partner interests)	3,577	\$
Phantom units	(3)	04/01/2019		M		5,787		(4)	(5)	Common Units (limited partner interests)	5,787	\$
Phantom units	(3)							(6)	(5)	Common Units (limited partner interests)	8,874	
Phantom	(7)							(8)	(9)	Common	55,000	

units

Units
(limited
partner
interests)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rupe Ryan K 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042	Vice President

Signatures

/s/ Christopher B. Dial, Attorney-in-Fact for Ryan K.
Rupe

04/03/2019

__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) The phantom units were settled upon vesting in common units (on a one for one basis).
 - (2) Phantom units forfeited to cover taxes due upon vesting of such phantom units.
 - (3) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
 - (4) Twenty-five percent (25%) of the units vest on each of the first four anniversaries of April 1, 2017.
 - (5) The phantom units do not expire.
 - (6) Twenty-five percent (25%) of the phantom units will vest on the first four anniversaries of February 26, 2016.
 - (7) Each phantom unit represents the right to receive between one and three common units of the Issuer upon vesting.
 - (8) The phantom units will generally vest, subject to the Reporting Person's continued service through such date, on the earlier of a change in control transactions or November 20, 2022.
 - (9) Represents the target number of common units that may be issued. The actual number of common units issuable upon vesting can range from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.

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.