

American Midstream Partners, LP
 Form 4
 August 29, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Brock Tom L

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)
 08/26/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, CAO, Corporate Controller

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)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units (limited partner interests)	08/26/2016		M		1,250	A	\$ 0 10,987	D
Common Units (limited partner interests)	08/26/2016		F		400	D	\$ 12 10,587	D
	08/26/2016		M		4,075	A	\$ 0 14,662	D

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Common
Units
(limited
partner
interests)

Common
Units
(limited
partner
interests)

Common
Units
(limited
partner
interests)

Common
Units
(limited
partner
interests)

08/26/2016

F

1,304

D

\$ 12 13,358

D

08/26/2016

M

7,385

A

\$ 0 20,743

D

08/26/2016

F

2,362

D

\$ 12 18,381

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. Price or Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom units	(1)	08/26/2016		M	1,250	(2)	(2)	Common Units (limited partner interests)	1,250	\$ 1
	(1)	08/26/2016		M	4,075	(2)	(2)		4,075	\$ 1

Phantom
units

Common
Units
(limited
partner
interests)

Phantom
units

(1)

08/26/2016

M

7,385

(2)

(2)

Common
Units
(limited
partner
interests)

7,385

\$ 1

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
Brock Tom L 2103 CITYWEST BLVD. BUILDING #4, SUITE 800 HOUSTON, TX 77042			VP, CAO, Corporate Controller	

Signatures

/s/ William B. Mathews, Attorney-in-Fact for Tom L
Brock

08/29/2016

 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) Phantom units have vested as a result of Mr. Brock's departure from the Issuer on 8-26-2016.

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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