

American Midstream Partners, LP
 Form 4
 March 04, 2015

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 *
 Campbell Daniel C.

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)
 1400 16TH STREET, SUITE 310
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

DENVER, CO 80202

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)
Common Units (limited partnership interests)					10,044	D	
Common Units (limited partnership interests)	03/01/2015		M	3,231 A	\$ 0 13,275	D	
Common Units	03/01/2015		D ⁽¹⁾	1,346 D	\$ 11,929 18.33	D	

(limited partnership interests)

Common Units

(limited partnership interests)	03/02/2015	A	13,256	A	\$ 0	25,185	D
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Common Units

(limited partnership interests)	03/02/2015	D ⁽¹⁾	6,017	D	\$ 18.33	19,168	D
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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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom units	<u>(2)</u>	02/27/2015		A	18,130	<u>(3)</u> <u>(4)</u>	Common Units (limited partner interests) 18,130
Phantom units	<u>(2)</u>					<u>(5)</u> <u>(4)</u>	Common Units (limited partner interests) 3,231
Phantom units	<u>(2)</u>	03/01/2015		M	3,231	<u>(5)</u> <u>(4)</u>	Common Units (limited partner interests) 3,231

Phantom units	<u>(2)</u>	<u>(6)</u>	<u>(4)</u>	Common Units (limited partner interests)	11,136
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Daniel C. 1400 16TH STREET SUITE 310 DENVER, CO 80202			SVP and CFO	

Signatures

/s/ William B. Mathews, Attorney-in-Fact for Daniel C. Campbell	03/02/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Units were sold back to the Issuer at market value to pay withholding taxes.
- (2) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (3) 25% of the phantom units vest of each of the first four anniversaries of February 23, 2015.
- (4) The phantom units do not expire.
- (5) The phantom units vest on March 1, 2013.
- (6) 25% of the phantom units vest on each of the first four anniversaries of the February 19, 2014 grant date.

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.