

American Midstream Partners, LP
 Form 4
 April 04, 2017

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 *
 Webb Billy Edward

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)
 04/01/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 PPL NGL

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Units (limited partner interests)	04/01/2017		M	A	\$ 0	3,215	D
Common Units (limited partner interests)	04/01/2017		F	D	\$ 0	2,990	D
	04/01/2017		M	A	\$ 0	4,782	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)

04/01/2017 F 474 D \$ 0 4,308 D

04/01/2017 M 2,032 A \$ 0 6,340 D

04/01/2017 F 546 D \$ 0 5,794 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.

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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 or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom units ⁽¹⁾	<u>(2)</u>	04/01/2017		M	847	<u>(3)</u>	<u>(4)</u>	Common Units (limited partner interests)	847
	<u>(2)</u>	04/01/2017		M	1,792	<u>(3)</u>	<u>(4)</u>		1,792

Phantom units ⁽⁵⁾								Common Units (limited partner interests)	
Phantom units ⁽⁶⁾	<u>(2)</u>	04/01/2017		M	2,032	<u>(7)</u>	<u>(4)</u>	Common Units (limited partner interests)	2,032

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Webb Billy Edward 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042			PPL NGL	

Signatures

/s/ Regina Gregory, as Attorney-In-Fact for Billy Edward Webb	04/03/2017
<u> </u> 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) Grant date 04/01/2015.
- (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) One-half of the units vest on 4/1/2017. The remaining one-half of the units vest on 4/1/2018.
- (4) The phantom units do not expire.
- (5) Grant date is 4/1/2015.
- (6) Grant date 4/1/2016.
- (7) One-third of the units vest on each of the first three anniversaries of the April 1, 2016 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.