

NGL Energy Partners LP
Form 4
March 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Osterman Vincent J

(Last) (First) (Middle)

ONE MEMORIAL SQUARE, PO BOX 67

(Street)

WHITINSVILLE, MA 01588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NGL Energy Partners LP [NGL]

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Pres., Eastern Retail OP

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount (D) Price			
Common Units	03/20/2014		S ⁽¹⁾	2,500 D \$ 35.8092 <u>(2)</u>	215,316	I	BY: OSTERMAN FAMILY FOUNDATION <u>(3)</u>
Common Units	03/21/2014		S ⁽¹⁾	2,500 D \$ 35.9884 <u>(4)</u>	212,816	I	BY: OSTERMAN FAMILY FOUNDATION <u>(3)</u>
Common Units					110,587	I	BY: AO ENERGY, INC.

Edgar Filing: NGL Energy Partners LP - Form 4

Common Units		559,784	I	(3) BY: MILFORD PROPANE INC. (3) (5)
Common Units		1,445,850	I	BY: OSTERMAN PROPANE INC. (3) (6)
Common Units		394,350	I	BY: E. OSTERMAN, INC. (3)
Common Units		301,700	I	BY: E. OSTERMAN GAS SERVICES, INC. (3) (5)
Common Units		669,300	I	BY: E. OSTERMAN PROPANE INC. (3)
Common Units		36,450	I	BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC (3)
Common Units		214,600	I	BY: SAVEWAY PROPANE GAS SERVICES, INC. (3)
Common Units		30,000 (7)	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own...
--	---	--------------------------------------	--	--------------------------------	------------------------------------	--	---	--	---

