

Cheniere Energy Partners, L.P.  
 Form 4  
 June 13, 2012

**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 \*  
**CHENIERE ENERGY INC**

2. Issuer Name and Ticker or Trading Symbol  
**Cheniere Energy Partners, L.P.  
 [CQP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**700 MILAN STREET, SUITE 800**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/11/2012**

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

**HOUSTON, TX 77002**

(City) (State) (Zip)

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

**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 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)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units <u>(1)</u>	<u>(1)</u>	06/11/2012	A	11,111,111					<u>(1)</u>	<u>(1)</u>	COMMON UNITS	0 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENIERE ENERGY INC 700 MILAN STREET SUITE 800 HOUSTON, TX 77002			X	

## Signatures

/s/ Cara E. Carlson,  
Secretary

06/13/2012

  \*\*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) On June 11, 2012, Cheniere Class B Units Holdings, LLC (CBUH), an indirect wholly-owned subsidiary of the Reporting Person, acquired 11,111,111 Class B Units from the Issuer for \$15.00 per unit. Under certain circumstances specified in the Second Amended and Restated Agreement of Limited Partnership for the Issuer, such units are convertible into Common Units of the Issuer at a rate equal to the Class B Conversion Value of a Class B Unit (which value will increase at a compounded rate of 3.5% per quarter, subject to an additional upward adjustment for certain equity and debt financings) divided by \$15.00 (as adjusted for splits and combinations). The Class B Units will be convertible only upon certain events. For further information on the events that trigger conversion and other details regarding the conversion, see the terms of the Second Amended and Restated Agreement of Limited Partnership (attached as Exhibit 3.1 to Form 8 K filed by the Issuer on June 12, 2012).

(2) The Reporting Person directly owns 100% of Cheniere LNG, Inc., which owns 100% of Cheniere LNG Terminals, Inc., which owns 100% of Cheniere LNG Holdings, LLC, which owns 100% of CBUH. The Reporting Person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of these securities for purposes of Section 16 or for any other purpose.

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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