

McLawhorn Charles L III  
Form 4  
March 11, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McLawhorn Charles L III

2. Issuer Name **and** Ticker or Trading  
Symbol  
Mid-Con Energy Partners, LP  
[MCEP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2431 E. 61ST STREET, SUITE 850  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP General Counsel & Secretary

TULSA, OK 74136

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 representing limited partner interests	02/22/2018		A	15,000 (1)	A \$ 0 71,990	D	
Common units representing limited partner interests	01/21/2019		A	30,000 (2)	A \$ 0 101,990	D	

Common  
units  
representing  
limited  
partner  
interests

03/07/2019

S

3,449

D

\$

0.92 98,541

D

(3)

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

McLawhorn Charles L III  
2431 E. 61ST STREET, SUITE 850  
TULSA, OK 74136

VP General  
Counsel &  
Secretary

## Signatures

/s/Charles L. McLawhorn, III,  
attorney-in-fact

03/11/2019

\_\_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) Subject to the applicable award agreement, this award vests on March 1, 2020.

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- (2) Subject to the applicable award agreement, this award vests in the following increments: 15,000 on January 31, 2020 and 15,000 on January 31, 2021.
- (3) Sale to cover tax withholding obligation on vested units. The units were sold in multiple transactions with prices ranging from \$0.91 to \$0.92. This amount represents the weighted average sales price of such transactions rounded to two decimals. The Reporting Person undertakes to provide full information regarding the number of units purchased at each separate price upon the request of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

### Remarks:

The Reporting Person is the Vice President, General Counsel and Corporate Secretary of Mid-Con Energy GP, LLC, the general partner of Mid-Con Energy Fund LP.

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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