

NGL Energy Partners LP  
Form 4  
November 14, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

11/12/2014

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)

President, 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)
			Code	V	Amount	(A) or (D) Price			
Common Units	11/12/2014		S <sup>(1)</sup>		2,500	D \$ 31.7479 <sup>(2)</sup>	130,316	I	BY: OSTERMAN FAMILY FOUNDATION <sup>(3)</sup>
Common Units	11/13/2014		S <sup>(1)</sup>		2,500	D \$ 31.4611 <sup>(4)</sup>	127,816	I	BY: OSTERMAN FAMILY FOUNDATION <sup>(3)</sup>
Common Units							110,587	I	BY: AO ENERGY, INC.

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	31,458	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 Benef Own
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# Edgar Filing: NGL Energy Partners LP - Form 4

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Osterman Vincent J ONE MEMORIAL SQUARE, PO BOX 67 WHITINSVILLE, MA 01588	X	President, Eastern Retail OP
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## Signatures

/s/ Vincent J.  
Osterman 11/14/2014

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) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the Osterman Family Foundation on February 19, 2014.  
The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on this line is between \$30.78 and \$32.32 per unit. Complete information regarding the number of common units sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (2) Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.
- (3) The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on this line is between \$30.84 and \$31.77 per unit. Complete information regarding the number of common units sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (4) Mr. Osterman holds no equity interest in this entity.
- (5) These securities are held directly by Osterman Propane, Inc. Osterman Propane, Inc. disclaims beneficial ownership of these securities 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 all of the reported securities for purposes of Section 16 or any other purpose.
- (6)

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.