

Osterman Vincent J
 Form 4
 March 02, 2018

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 *
 Osterman Vincent J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE MEMORIAL SQUARE, PO BOX 67

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2018

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

President, Eastern Retail OP

(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

WHITINSVILLE, MA 01588

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Units | 02/13/2018 ⁽¹⁾ | | F ⁽²⁾ | 4,590 D \$ 13.1775 | 179,093 | D | |
| Common Units | | | | | 122,016 | I | BY: OSTERMAN FAMILY FOUNDATION ⁽³⁾ |
| Common Units | | | | | 110,587 | I | BY: AO ENERGY, INC. ⁽³⁾ |
| | | | | | 559,784 | I | |

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| | | | | | | | |
|--------------|--|-----------|---|--|--|--|----------------------------------------------------|
| Common Units | | | | | | | BY: MILFORD PROPANE INC. (3) (4) |
| Common Units | | 1,445,850 | I | | | | BY: OSTERMAN PROPANE INC. (3) (5) |
| Common Units | | 394,350 | I | | | | BY: E. OSTERMAN, INC. (3) |
| Common Units | | 301,700 | I | | | | BY: E. OSTERMAN GAS SERVICES, INC. (3) (4) |
| 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) |

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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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, | 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 Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|

4, and 5)

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
| | | | | | | | Amount or Number of Shares |
| | | | | Date Exercisable | Expiration Date | Title | |
| Code | V | (A) | (D) | | | | |

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 | |

Signatures

/s/ Sharra Straight POA for Vincent Osterman 03/02/2018

__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) Late filing due to administrative error of a third-party vendor.

(2) The units were withheld by the Issuer to satisfy the tax withholding upon vesting of restricted units. This is not an open market sale of securities.

(3) 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.

(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.

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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