

Cheniere Energy Partners, L.P.
Form 4
March 26, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
717 TEXAS AVENUE, SUITE 3100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2007

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

HOUSTON, TX 77002

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Units Representing Limited Partner Interests	03/26/2007		J ⁽¹⁾		21,362,193	A	Ⓐ	21,362,193	I	Cheniere LNG Holdings, LLC ⁽²⁾
Units Representing Limited Partner Interests	03/20/2007		S ⁽³⁾		8,445,836	D	\$ 21	12,916,357	I	Cheniere LNG Holdings, LLC ⁽²⁾

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENIERE ENERGY INC 717 TEXAS AVENUE SUITE 3100 HOUSTON, TX 77002		X		

Signatures

/s/ Anne V. Vaughan, Secretary 03/26/2007

**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).
- Immediately prior to the closing of the Issuer's initial public offering of common units ("Common Units") representing limited partner interests in the Issuer, Cheniere LNG Holdings, LLC ("Holdings"), a wholly-owned subsidiary of Cheniere Energy, Inc. ("Cheniere"), contributed certain assets to the Issuer in exchange for 21,362,193 Common Units and 135,383,831 Subordinated Units.
- (1) Cheniere directly owns 100% of Cheniere LNG, Inc., which owns 100% of Cheniere LNG Terminals, Inc., which owns 100% of Cheniere LNG-LP Interests, LLC, which owns 100% of Holdings. Cheniere indirectly beneficially owns the Common Units and Subordinated Units that are directly beneficially owned by Holdings.
 - (2) On March 26, 2007, concurrently with the closing of the Issuer's initial public offering of Common Units, Holdings sold to the underwriters 8,445,836 Common Units representing limited partner interests in the Issuer.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Cheniere Energy Partners, L.P. - Form 4

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.