

Encore Energy Partners LP  
Form 4  
October 18, 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 \*  
ENCORE ACQUISITION CO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
777 MAIN STREET, SUITE 1400  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/16/2007

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

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

FORT WORTH, TX 76102

(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 Ownership (Instr. 4)
Common Units representing limited partner interests	10/16/2007		J	22,968 (1)	D (1) 14,039,279	I	See footnote (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)

Edgar Filing: Encore Energy Partners LP - Form 4

**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 Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENCORE ACQUISITION CO 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102		X		

## Signatures

/s/ Philip D. Devlin 10/16/2007

\_\_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).
- (1) As provided in the Contribution, Conveyance and Assumption Agreement dated as of September 17, 2007 by and among the Issuer, Encore Energy Partners GP LLC (the "General Partner"), Encore Acquisition Company ("EAC"), Encore Operating, L.P. ("Encore Operating"), Encore Partners GP Holdings LLC, Encore Partners LP Holdings LLC ("LP Holdings") and Encore Energy Partners Operating LLC, in connection with the exercise by the underwriters of their option to purchase additional Common Units of the Issuer, 22,968 Common Units owned by LP Holdings were transferred to the General Partner, which the General Partner exchanged with the Issuer for an equal number of general partner units in the Issuer in order to maintain its 2% general partner interest.
- (2) The common units are owned directly by LP Holdings and Encore Operating. The sole limited partner and the sole general partner of Encore Operating is EAP Properties, Inc. ("EAP Properties") and EAP Operating, Inc. ("EAP Operating"), respectively. Each of LP Holdings, EAP Properties and EAP Operating is a wholly owned subsidiary of EAC. Each of EAP Properties, EAP Operating and EAC are indirect beneficial owners of the common units.

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.