

American Midstream Partners, LP
 Form 4
 March 04, 2015

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 *
 Mathews William B.

2. Issuer Name and Ticker or Trading Symbol
 American Midstream Partners, LP
 [AMID]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1400 16TH STREET, SUITE 310
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2015

____ Director _____ 10% Owner
 ___X___ Officer (give title below) _____ Other (specify below)
 See Remarks

DENVER, CO 80202

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 Ownership (Instr. 4)	
Common Units (limited partner interests)				(A) or (D)	Price			
			Code	V	Amount			
Common Units (limited partner interests)	03/01/2015		M		3,250	A	\$ 0 26,483	D
Common Units	03/02/2015		A		6,655	A	\$ 0 33,138	D

(limited partner interests)

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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom units	(1)	02/27/2015		A	13,486	(2)	(3)	Common Units (limited partner interests)	13,486
Phantom units	(1)					(4)	(3)	Common Units (limited partner interests)	7,474
Phantom units	(1)	03/01/2015		M	3,250	(5)	(3)	Common Units (limited partner interests)	3,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mathews William B.
1400 16TH STREET
SUITE 310
DENVER, CO 80202

See Remarks

Signatures

/s/ William B.
Mathews

03/02/2015

 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 phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (2) 25% of the phantom units vest of each of the first four anniversaries of February 23, 2015.
- (3) The phantom units do not expire.
- (4) 25% of the phantom units vest on each of the first four anniversaries of the February 19, 2014 grant date.
- (5) 3,250 of the phantom units vest on March 1, 2013 and 3,250 vest on March 1, 2015.

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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