ATKINSON BRADLEY K

Form 4 June 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5 Relationship of Reporting Person(s) to

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average 0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

ATKINSON		Symbol NGL Energy Partners LP [NGL]						Issuer (Check all applicable)				
(Last) 6120 S. YA	(First) (3. Date of (Month/D)	ay/Year)	Tra	ınsaction			DirectorX_ Officer (give	10%	Owner	
805	,		00,19,2						below) VP, Bus	below) iness Developm	nent	
(Street)			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			
TULSA, OK 74136									Form filed by M Person	More than One Re	porting	
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/Day		Date, if		(Instr. 3, 4 and 5) (A) (A) or		of (D)	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)		
Common Units	06/19/2012			<u>J(1)</u>		242,460	A	\$0	513,795	I	See Footnote (2)	
Common Units									30,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

ATKINSON BRADLEY K 6120 S. YALE AVENUE, SUITE 805 **TULSA, OK 74136**

VP, Business Development

Signatures

/s/ Sharra Straight, as Attorney-in-Fact

06/21/2012

**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).

Issued by NGL Energy Partners LP ("NGL"), based on a value of \$21.50 per common unit, to the reporting person, as member of NGL Energy Holdings LLC ("Holdings"), pursuant to certain redemption and contribution transactions among NGL, Holdings and the

- members of Holdings, in connection with the consummation of the transactions contemplated by (i) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among NGL, Holdings, HSELP LLC, High Sierra Energy, LP and High Sierra Energy GP, LLC (the "HSE General Partner") and (ii) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among Holdings, HSEGP LLC and the HSE General Partner.
 - These units are owned directly by Atkinson Investors, LLC, which is owned by Bradley K. Atkinson Family Investments, L.P. Bradley K. Atkinson Family Investments, L.P. is owned by the Reporting Person, Cheryl L. Atkinson, his wife, Jennifer Lynn Atkinson Trust, Michael Steven Atkinson Trust and its general partner, Bradley K. Atkinson Family Management Company, LLC. Bradley K. Atkinson
- (2) Family Management Company, LLC is owned by the Reporting Person and Cheryl L. Atkinson. The Reporting Person 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 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. 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.

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