Edgar Filing: PHILLIPS 66 PARTNERS LP - Form 4

PHILLIPS 6 Form 4 October 12,	56 PARTNERS	LP								
									OMB AF	PROVAL
FORM	/1 4 UNITEI) STATES		RITIES A shington				OMMISSION	OMB Number:	3235-0287
Check th if no lon		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31,
subject t Section Form 4 (16. or									Estimated average burden hours per response 0.5
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17	7(a) of the	Public U	tility Ho	lding Co	mpar	•	e Act of 1934, 1935 or Section 0	l	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Haney Mark		Symbol PHILLIPS 66 PARTNERS LP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
- ·			[PSXP]							
(Last) 2331 CITY	(First) WEST BLVD.	(Middle)	3. Date of Earliest Transaction X Director (Month/Day/Year) Officer (09/13/2016 below)				Officer (give t		Owner er (specify	
HOUSTON	(Street) J, TX 77042			endment, D nth/Day/Yea	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tah	le I - Non-	Derivativ	- Secu	rities Acau	Person iired, Disposed of,	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year)) Execution any	ied Date, if	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	ties A sed of 4 and (A) or	cquired (A)		6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	09/13/2016			М	815	A	Ш	28,815	D	
Common Units (Limited Partner Interests)	09/13/2016			D	815	D	\$ 47.4878	28,000	D	

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

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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.

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)	4. Transactic Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	09/13/2016	М	815	(2)	(3)	Common Units	815 <u>(4)</u>	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips				
1	Director	10% Owner	Officer	Other			
Haney Mark 2331 CITYWEST BLVD. HOUSTON, TX 77042	Х						
Signatures							
Grant F. Adamson. Attorney in Fact (by power of attorney on file with the							

Grant F. Adamson, Attorney in Fact (by power of attorney on file with the Commission)

**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) Each phantom unit is the economic equivalent of one common unit of Phillips 66 Partners LP.
- (2) Phantom units vest on the third anniversary of the grant.
- (3) The phantom units do not have an expiration date.
- (4) These 815 phantom units vested on September 13, 2016. The Company settled such phantom stock for cash. Although reflected in Table I, no common units were actually acquired or disposed of.

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.

Reporting Owners

10/12/2016