

Constellation Energy Partners LLC  
 Form 4  
 June 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Edelman & Guill Energy L.P.

2. Issuer Name and Ticker or Trading Symbol  
 Constellation Energy Partners LLC [CEP]

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

(Last) (First) (Middle)  
 700 LOUISIANA STREET, SUITE 4770  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/16/2014

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ 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  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Units                    | 06/16/2014                           |  | S                              |   | 3,000 D \$ 2.43   | 4,850,216  | I By PostRock Energy Corporation (1) (2)   |
| Common Units                    | 06/16/2014                           |  | S                              |   | 32,000 D \$ 2.413 (3)   | 4,818,216  | I By PostRock Energy Corporation (1) (2)   |
| Common Units                    | 06/17/2014                           |  | S                              |   | 7,000 D \$ 2.41   | 4,811,216  | I By PostRock Energy Corporation           |

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Edelman & Guill Energy L.P.<br>700 LOUISIANA STREET<br>SUITE 4770<br>HOUSTON, TX 77002 |               | X         |         |       |
| PostRock Energy Corp<br>210 PARK AVENUE<br>SUITE 2750<br>OKLAHOMA CITY, OK 73102       |               | X         |         |       |
| Edelman & Guill Energy Ltd.<br>700 LOUISIANA STREET<br>SUITE 4770<br>HOUSTON, TX 77002 |               | X         |         |       |
| White Deer Energy L.P.<br>700 LOUISIANA STREET<br>HOUSTON, TX 77002                    |               | X         |         |       |
| White Deer Energy TE L.P.<br>700 LOUISIANA STREET                                      |               | X         |         |       |

HOUSTON, TX 77002

White Deer Energy FI, L.P.  
700 LOUISIANA STREET  
SUITE 4770  
HOUSTON, TX 77002

X

EDELMAN THOMAS J  
777 MAIN STREET  
SUITE 2500  
FORT WORTH, TX 76102

X

GUILL BEN A  
600 TRAVIS  
SUITE 6000  
HOUSTON, TX 77002

X

## Signatures

/s/ Stephen L. DeGiusti, Executive Vice President, General Counsel and Secretary of PostRock Energy Corporation 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P. 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P. 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P. 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P. 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman 06/18/2014

\_\_Signature of Reporting Person Date

/s/ Thomas Edelman, as Attorney-In-Fact For Ben A. Guill 06/18/2014

\_\_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) Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd. The Funds beneficially own approximately 60%, as of March 3, 2014, of the common stock of PostRock Energy Corporation ("PSTR") after giving effect to the exercise of their outstanding

## Edgar Filing: Constellation Energy Partners LLC - Form 4

warrants. Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds and of PSTR.

- (Continued from Footnote 1) The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.
- (2)

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.41 to \$2.421, inclusive. The reporting person undertakes to provide to Constellation Energy Partners LLC, any security holder of Constellation Energy Partners LLC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (3)

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.