

American Midstream Partners, LP  
 Form 4  
 February 23, 2016

**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 \*  
 Suder Michael D

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)  
 02/19/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ 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)  
 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) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Units (limited partner interests) | 02/19/2016                           |  | M                              | 3,160   | A   | \$ 0   | 69,230                            | D |
| Common Units (limited partner interests) | 02/19/2016                           |  | F(1)                           | 1,260   | D   | \$ 6.61  | 67,970                            | D |

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

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Phantom units                              | (2)  | 02/19/2016                           |  | M                              | 3,160   | (3)  | (4)   | Common Units (limited partner interests)                    | 3,160                      |
| Phantom units                              | (2)  |                                      |  |                                |   | (5)  | (4)   | Common Units (limited partner interests)                    | 15,267                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Suder Michael D<br>1400 16TH STREET<br>SUITE 310<br>DENVER, CO 80202 |               |           |         | See Remarks |

## Signatures

/s/ William B. Mathews, Attorney-in-Fact for Michael D. Suder  
 02/22/2016  
 \*\*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) Units were sold back to the Issuer at market value to pay withholding taxes.
- (2) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (3) 25% of the phantom units vest on each of the first four anniversaries of the February 19, 2014 grant date.
- (4) The phantom units do not expire.
- (5) 25% of the phantom units vest of each of the first four anniversaries of February 23, 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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