SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number 3235-0287 Estimated average burden 0.5 hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Addre   | ess of Reporting Person <sup>°</sup><br>ELDON B |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>CROSSTEX ENERGY LP</u> [ XTEX ] | (Check  | tionship of Reporting Person(s) to Issuer<br>all applicable) |                                       |  |  |  |
|---|---|----------|---|---|--|---------------------------------------|--|--|--|
| (Last) (First)  |   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/10/2011                    | x   | Director<br>Officer (give title<br>below)                    | 10% Owner<br>Other (specify<br>below) |  |  |  |
| 2501 CEDAR SPRINGS<br>SUITE 100   |   |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |                                       |  |  |  |
| (Street)  |   |          |   |   |  | io reporting roroon                   |  |  |  |
| DALLAS  | TX  | 75201    |   |   |  |                                       |  |  |  |
| (City)  | (State)   | (Zip)    |   |   |  |                                       |  |  |  |
| Table L. Non-Derivative Securities Acquired Disposed of or Beneficially Owned |   |          |   |   |  |                                       |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|                                 |  |   | ,                                       |  | ,,   |   | ····· <b>,</b> · ··· |  |   |  |
|---------------------------------|--|---|---|--|--|---|----------------------|--|---|--|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |  | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |   |                      | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported | 6. Ownership<br>Form: Direct (D)<br>or Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership                        |
|                                 |  |   | Code V                                  |  | Amount (A) or<br>(D)   |   | Price                | Transaction(s)<br>(Instr. 3 and 4)                                     |   | (Instr. 4)                                     |
| Common Units                    |  |   |   |  |  |   |                      | 50,789   | D   |  |
| Common Units                    | 11/10/2011                                 |   | s                                       |  | 89,019   | D | \$16.05              | 234,088  | I   | Lubar<br>Equity<br>Fund,<br>LLC <sup>(1)</sup> |
| Common Units                    | 11/11/2011                                 |   | s                                       |  | 50,000   | D | \$16.21              | 184,088  | I   | Lubar<br>Equity<br>Fund,<br>LLC <sup>(1)</sup> |
| Common Units                    | 11/14/2011                                 |   | s                                       |  | 81,428   | D | \$16.57              | 102,660  | I   | Lubar<br>Equity<br>Fund,<br>LLC <sup>(1)</sup> |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security (Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                     | Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|--|---|---|---|--|-----|--|--------------------|--|-------------------------------------|--------------------------------------|--|--|--|
|  |   |  |   | Code                                    | v | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |                                      | Transaction(s)<br>(Instr. 4)   |  |  |

Explanation of Responses:

1. Mr. Lubar is a director and officer of Lubar & Co. Incorporated which is the sole manager of Lubar Equity Fund, LLC, whose owners include Mr. Lubar, members of his family and other legal entities that are associated with or controlled by Mr. Lubar and members of his family. Mr. Lubar disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities of Section 16 or for any other purpose.

| Barry E. Davis, by power of |  |
|-----------------------------|--|
| attorney                    |  |

11/14/2011

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.