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

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 Address of Reporting Person [*] GARBERDING MICHAEL				er Name and Ticker on Name and Ticker of Name nk Midstream .					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
GARBERDING MICHAEL						-		_	Director	10% O	wner		
(Last)	(First)	(Middle)	3. Date 03/14/	of Earliest Transacti 2014	on (Mont	h/Day	/Year)	x	Officer (give title below)	Other (below)	specify		
2501 CEDAR	SPRINGS									Exec. Vic	ce President		
SUITE 100				endment, Date of Or	iginal File	ed (Mo	onth/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)									X	Form filed by One I Form filed by More		ng Person	
DALLAS	TX 75201												
(City)	(State)	(Zip)											
		Table I - No	n-Derivative	Securities Acq	uired,	Disp	osed of, o	r Benefi	cially Ow	ned			
Date			2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D) Price		· Transaction(s) (Instr. 3 and 4)			
Common Units			03/14/2014		A ⁽¹⁾		3,106	Α	\$ <mark>0</mark>	148,872	D		
Common Units			03/14/2014		F		1,303	D	\$36.08	147,569	D		

 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 Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. This is a grant of Restricted Incentive Units under the company's long term incentive plan which vested immediately.

Barry E. Davis, power of attorney 03/18/2014

** 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.

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