

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 * <u>MCADEN SUSAN J</u> (Last) (First) (Middle) <u>C/O CROSSTEX ENERGY, L.P.</u> <u>2501 CEDAR SPRINGS, SUITE 100</u> (Street) <u>DALLAS TX 75201</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CROSSTEX ENERGY LP [XTEX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>VP, Accounting & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	04/01/2009		A		9,734 ⁽¹⁾	A	\$0	15,833	D	
Common Units	04/01/2009		A		9,734 ⁽²⁾	A	\$0	25,567	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)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Unit Option ⁽³⁾	\$21.25	06/11/2009		J			6,000	(4)	01/01/2014	Common Units	6,000	(6)	6,000	D	
Unit Option ⁽³⁾	\$18.25	06/11/2009		J			6,000	(4)	01/01/2014	Common Units	6,000	(6)	0	D	
Unit Option ⁽³⁾	\$4.8	06/11/2009		J		4,000		(5)	06/11/2019	Common Units	4,000	(6)	4,000	D	

Explanation of Responses:

- This is a grant of restricted units under the company's long term incentive plan which will vest on January 1, 2010.
- This is a grant of restricted units under the company's long term incentive plan which will vest on January 1, 2010, subject to the satisfaction of certain performance conditions.
- Pursuant to an option exchange offer made by Crosstex Energy, L.P. to eligible employees holding certain unit options, Ms. McAden elected to exchange options to purchase 12,000 common units for options to purchase 4,000 common units at a lower exercise price.
- This unit option grant became fully vested on January 1, 2009.
- 50% of this unit option grant is scheduled to vest on June 11, 2010 and 50% of this unit option grant is scheduled to vest on June 11, 2011.
- Unit options were granted to Ms. McAden pursuant to the company's long term incentive plan.

Barry E. Davis, by Power of Attorney

06/17/2009

** 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.