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
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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 * BURKE FRANK M					2. Issuer Name and Ticker or Trading Symbol CROSSTEX ENERGY LP [XTEX]								•	onship of Reporting Person all applicable) Director		(s) to Issuer 10% Owner		
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 09/01/2003								Officer (g below)	ive title		Other (s below)	specify	
2501 CEDAR SPRINGS SUITE 600					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv						
(Street)													Form file	d by More	than O	ne Reportin	g Person	
DALLAS	TX		75201															
(City)	(Sta	te)	(Zip)															
			Table I - No	n-Derivati	ve S	ecurities Aco	quired,	Disp	osed	of, or l	Benefic	cially Ow	ned					
Date					Saction 2A. Deem Execution if any (Month/D		3. Transaction Code (Instr. r) 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			nd 5) Securities Beneficially Ow Following Repo				7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amour	nt	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(111507.4)	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date	4. Transacti	5. Number of Derivative 6. Date Exercisable and Expiration Date			Securi	e and Amount of rities Underlying		8. Price of Derivative			10. Ownership	11. Nature of Indirect			

Security (Instr. 3)	or Exercise Price of Derivative Security		Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported	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)			
Director Unit Option (right to buy)	\$36.29	09/01/2003		A		20,000 ⁽¹⁾		(2)	(3)	Common units representing limited partnership interests	20,000 ⁽¹⁾	\$36.29	20,000 ⁽⁴⁾	D		

Explanation of Responses:

1. Reflects a 2-for-1 split on outstanding limited partnership units effected on March 29, 2004.

2. This option vests in three equal installments on September 1, 2004, 2005 and 2006.

3. This option terminates on the earlier of (i) September 1, 2013 or (iii) thirty days after Mr. Burke ceases to serve as a director.

4. Reflects the number of derivative securities beneficially owned as of August 20, 2004, the date of this filing.

Remarks:

Frank Burke is a member of the Board of Directors of Crosstex Energy GP, LLC, the general partner of Crosstex Energy GP, L.P., which is the general partner of the Issuer.

/s/ Barry E. Davis, by power of	08/2
attorney	00/2
** Signature of Reporting Person	Date

08/20/2004

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.