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 Estimated average burder 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 Perso S_J | n* | 2. Issuer Name and Ticker or Trading Symbol <u>CROSSTEX ENERGY LP</u> [XTEX] | | tionship of Reporting Person(s) to Issuer : all applicable) Director 10% Owner | | | |
|--|-------------------------------|----------|---|---|--|-----------------------|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2012 | | Officer (give title below) | Other (specify below) | | |
| 2501 CEDAR SPRINGS SUITE 100 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (Street) | | | | | Form filed by More than | One Reporting Person | | |
| DALLAS | TX | 75201 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |

1. Title of Security (Instr. 3) 2. Transaction 2A Deemed 4. Securities Acquired (A) or 5 Amount of 6 Ownership 7 Nature of 3 Disposed Of (D) (Instr. 3, 4 and 5) Execution Date, Transaction Form: Direct (D) Indirect Securities Date (Month/Day/Year) if any (Month/Day/Year) Beneficially Owned Code (Instr. or Indirect (I) Beneficial 8) Following Reported (Instr. 4) Ownership (Instr. Transaction(s) 4) (A) or (Instr. 3 and 4) Code v Amount Price (D) **G**⁽¹⁾ Common Units 12/20/2012 25,000 D **\$**0 16,478 D Best **G**⁽¹⁾ **Common Units** 12/20/2012 5,000 **\$**0 15,000 Grandchildren Α T Trust⁽²⁾ Anne E. Stone **G**⁽¹⁾ Common Units 12/20/2012 \$<mark>0</mark> 30,000 10 000 Α T Trust⁽²⁾ Paul Best 12/20/2012 **G**⁽¹⁾ 10,000 30,000 **Common Units \$**0 T Α Trust⁽²⁾

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 | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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 | 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 transfer is a gift of units to family trusts established by Mr. Best.

2. Units held by this trust are for the benefit of members of Mr. Best's family. Mr. Best 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 for purposes of Section 16 or for any other purpose.

> Barry E. Davis, by power of attorney ** Signature of Reporting Person Date

12/20/2012

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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