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* DAVIS BARRY E				Name <b>and</b> Ticker o k Midstream,	0,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 2501 CEDAR S	(First)	(Middle)	3. Date o 04/01/2	f Earliest Transactio 014	on (Month/Day/	Year)	x x	Director Officer (give title below) Presider	10% O Other ( below) nt & CEO	specify		
SUITE 100			4. If Ame	ndment, Date of Or	iginal Filed (Mc	nth/Day/Year)	6. Indiv	idual or Joint/Group F Form filed by One I	•	able Line)		
(Street)								Form filed by More		ng 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. Tra Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a	ecurities Acquired (A) or 5. Amount bosed Of (D) (Instr. 3, 4 and 5) Securities			7. Nature of Indirect		

Code V Amount (A) or (D) Price	(Instr. 3 and 4)		(Instr. 4)
Common Units         04/01/2014         A <sup>(1)</sup> 81,967         A         \$0	1,933,538	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		3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Ir	4. 5. Number of Transaction Derivative Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				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)	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	Amount or Number of Shares	(Instr. 4)			

## Explanation of Responses:

1. This is a grant of Restricted Incentive Units under the company's long term incentive plan which will vest on March 7, 2017.

Barry E. Davis
\*\* Signature of Reporting Person

<u>04/03/2014</u> 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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OMB Number: 3235-0287							
Estimated average burden							
hours per response: 0.5							