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 Addr	ess of Reporting Persor	,*		Name and Ticker o k Midstream	0,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 2501 CEDAR SPRINGS				f Earliest Transacti 015	on (Month/Day	/Year)	X X	Director Officer (give title below) Preside	10% C Other below) nt & CEO	(specify		
SUITE 100			4. If Ame	ndment, Date of Or	riginal Filed (Me	onth/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) DALLAS	ТХ	75201					X	Form filed by One Form filed by More		ng Person		
(City)	(State)	(Zip)										
		Table I - No	n-Derivative S	ecurities Acq	uired, Disp	osed of, or Beneficia	lly Ow	ned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/				2A. Deemed Execution Date, if any (Month/Day/Yoar)	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial		

		(Month/Day/Year)	if any (Month/Day/Year)	/Year) 8)					Beneficially Owned Following Reported	or Indirect (I) (Instr. 4)	Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
0	Common Units	01/21/2015		S		6,493(1)	D	\$29.56(2)	450,523	D	
0	Common Units	01/21/2015		S		2,608(1)	D	\$29.58 ⁽³⁾	88,652 ⁽⁴⁾⁽⁵⁾	Ι	By MK Holdings, LP
6	Common Units	01/23/2015		S		4,907(1)	D	\$29.63(6)	445,616	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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- 1	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	 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)		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)	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		(Instr. 4)		

Explanation of Responses:

1. These common units were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on September 12, 2014.

2. The price reported in Column 4 is a weighted average price rounded to the nearest cent. These common units were sold in multiple transactions at prices ranging from \$29.50 to \$29.70, inclusive. The reporting person undertakes to provide to EnLink Midstream Partners, LP, any security holder of EnLink Midstream Partners, LP or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the ranges set forth in footnotes (2), (3) and (6) to this Form 4.

3. The price reported in Column 4 is a weighted average price rounded to the nearest cent. These common units were sold in multiple transactions at prices ranging from \$29.50 to \$29.73, inclusive.

4. These units are held by MK Holdings, LP, a family limited partnership, which the reporting person controls.

5. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all of the reported units for purposes of Section 16 or for any other purpose.

6. The price reported in Column 4 is a weighted average price rounded to the nearest cent. These common units were sold in multiple transactions at prices ranging from \$29.50 to \$29.82, inclusive.

Barry E. Davis	01/23/2015
** Signature of Reporting Person	Date

** Signature of Reporting Person

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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