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). Ш

## 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 Addres	ss of Reporting Person <sup>*</sup> USAN J		Name <b>and</b> Ticker o k Midstream,					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 2501 CEDAR S	(First) PRINGS	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/05/2015						Officer (give title below)	Other (specify below)		
SUITE 100			4. If Ame	ndment, Date of Or	iginal File	ed (Mo	onth/Day/Year)	6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)									X Form filed by One Reporting Person Form filed by More than One Reporting Person				
DALLAS	TX	75201											
(City)	(State)	(Zip)											
		Table I - No	n-Derivative S	ecurities Acq	uired,	Disp	osed of, or	Benefi	cially Ow	ned			
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.   4. Securities Acquired (A) o     Transaction   Disposed Of (D) (Instr. 3, 4 a)     8)   0			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	(Instr. 3 and 4)		l`´´	

Common Units				3/05/2015		F	F 361		D	\$33.64 2		818	D		
	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. Transaction	5. Number of Derivative	6. Date E Expiratio		Sec	itle and Ar urities Un	derlying	8. Price of Derivative	derivative		hip 11. Nature	

**A**<sup>(1)</sup>

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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Y	/Year) Derivat		Perivative Security Instr. 3 and 4)		Securities Beneficially Owned Following Reported	Form: Direct (D)	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:

Common Units

1. This is a grant of Restricted Incentive Units under the company's long term incentive plan which vested immediately.

## Barry E. Davis, by power of attorney

03/09/2015

25,179

D

\*\* Signature of Reporting Person Date

\$<mark>0</mark>

Α

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.

03/05/2015

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.