

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <b>MURCHISON ROBERT F</b>  (Last) (First) (Middle)  <b>C/O CROSSTEX ENERGY, INC.</b> <b>2501 CEDAR SPRINGS, SUITE 600</b>  (Street) <b>DALLAS TX 75201</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CROSSTEX ENERGY LP [ XTEX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/30/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>12/02/2004</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Unit	11/30/2004		M		1,792	A	\$11.625	8,458 <sup>(5)</sup>	D	
Common Unit	11/30/2004		M		2,615	A	\$23.9	11,073 <sup>(6)</sup>	D	
Common Unit								50,000	I	By Murchison Capital Partners, L.P. <sup>(7)</sup>

**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	3. Transaction Date (Month/Day/Year)	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)		6. Date Exercisable and 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) (Instr. 4)	10. Ownership 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				
Director Unit Option	\$11.625	11/30/2004		M		1,792		(1)	(2)	Common Units	1,792	\$11.625	19,533	D	
Director Unit Option	\$23.9	11/30/2004		M		2,615		(3)	(4)	Common Units	2,615	\$23.9	16,918	D	

**Explanation of Responses:**

- This option vests in three equal installments on September 1, 2004, 2005 and 2006.
- This option terminates on the earlier of (i) September 1, 2013 or (ii) thirty days after Mr. Murchison ceases to serve as a director.
- This option is fully vested.
- This option terminates on the earlier of (i) January 1, 2014 or (ii) thirty days after Mr. Murchison ceases to serve as a director.
- The number of units beneficially owned has been corrected by 3,333 units that were omitted due to 2 for 1 split of number of units on March 30, 2004.
- See explanation of adjustment in Note 5 above.
- Robert F. Murchison is the President of Murchison Management Corp., which serves as the general partner of Murchison Capital Partners, L.P. As a result, Mr. Murchison may be deemed to be the beneficial owner of a portion of the common units owned by Murchison Capital Partners, L.P.

Leslie J. Wylie, Vice President      06/08/2005

\*\* Signature of Reporting Person      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.