Rupe Ryan K Form 4/A July 27, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

2103 CITYWEST

1(b).

1. Name and Address of Reporting Person * Rupe Ryan K

Symbol

American Midstream Partners, LP

2. Issuer Name and Ticker or Trading

[AMID]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/26/2016

BLVD., BUILDING 4, SUITE 800 (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

03/01/2017

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

HOUSTON, TX 77042

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom units	Ш	02/26/2016		A	35,943 (2)		(3)	<u>(4)</u>	Common Units (limited partner interests)	35,943 (2)
Phantom units	<u>(1)</u>	02/27/2017		M		8,873	(3)	<u>(4)</u>	Common Units (limited partner interests)	8,873

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Rupe Ryan K 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042

Vice President

Signatures

/s/ Eric T. Kalamaras, Attorney-in-Fact for Ryan K. Rupe

07/26/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- The original Form 4 reported an incorrect number of phantom units acquired by the reporting person. This resulted in an incorrect number (2) in columns 7 and 9 of Table II in the original Form 4. This amendment to the Form 4 is filed solely to reflect the correct number of phantom units and underlying common units.
- (3) 25% of the phantom units vest on the first four anniversaries of the February 26, 2016 grant date.
- (4) The phantom units do not expire.

Remarks:

Exhibit 24 - Power of Attorney is attached to this submission.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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