

Boardwalk Pipeline Partners, LP
 Form 4
 November 14, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

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)

1. Name and Address of Reporting Person *
 Boardwalk Pipelines Holding Corp.

2. Issuer Name and Ticker or Trading Symbol
 Boardwalk Pipeline Partners, LP [BWP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9 GREENWAY PLAZA, SUITE 2800

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2008

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

(Street)
 HOUSTON, TX 77046

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units representing limited partner interests | 11/13/2008 | | M ⁽¹⁾ | V | 33,093,878 A ⁽²⁾ | 107,534,609 D ⁽³⁾ | |

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

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number.

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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Units representing limited partner interests | (4) | 11/13/2008 | | M ⁽¹⁾ | 33,093,878 | (6) | (5) | Common Units representing limited partner interest |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boardwalk Pipelines Holding Corp. 9 GREENWAY PLAZA SUITE 2800 HOUSTON, TX 77046 | X | X | | |
| LOEWS CORP 667 MADISON AVE NEW YORK, NY 10021 | | X | | |

Signatures

Jamie Buskill, Chief Financial Officer on behalf of Boardwalk Pipelines Holding Corp.

11/14/2008

__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 transaction described herein is also exempt under Rule 16(b)-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.
- (2) 33,093,878 Subordinated Units converted into an equal number of Common Units on November 13, 2008, pursuant to the terms of the Issuer's Third Amended and Restated Agreement of Limited Partnership dated as of June 17, 2008.
- (3) BPHC directly owns all securities reported on this Form 4. Loews Corporation's ownership form is indirect, through BPHC. Information regarding Loews Corporation is set forth on Exhibit 99.1 to this Form 4.
- (4) 1-for-1.

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- (5) None.
- (6) Immediately.
- (7) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.