Tallgrass Energy Partners, LP

Form 5 February 18, 2015

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Bullock Richard L Symbol Tallgrass Energy Partners, LP [TEP] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2014 below) below) 4200 W. 115TH STREET, SUITE See remarks 350 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LEAWOOD. KSÂ 66211 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Indirect Security Transaction (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common Units representing Â 44 (1) $32,126^{(2)}$ Â 11/14/2014 L limited partner interests Â Â 08/14/2014 L 42 (1) \$ 40.8 32,126 (2) Common D Units

OMB APPROVAL

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representing

limited

partner

interests

Common

Units

limited partner interests

representing

05/14/2014

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L $40 \frac{(1)}{1}$ A $\frac{\$}{36.74}$ 32,126 $\frac{(2)}{1}$ D

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

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 control number.

SEC 2270 (9-02)

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D

Is $\mathbf{F}_{\mathbf{i}}$ (I

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)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date		Amount or Number	

of Shares (A) (D)

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Bullock Richard L

4200 W. 115TH STREET, SUITE 350 Â Â See remarks Â

LEAWOOD, KSÂ 66211

Signatures

/s/ Christopher R. Jones, 02/18/2015 attorney-in-fact

> **Signature of Reporting Person Date

2 Reporting Owners

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 Common Units representing limited partner interests that were acquired as reported herein were purchased as a result of an automatic dividend reinvestment feature contained in the Reporting Person's brokerage account.
- Includes 27,500 unvested Equity Participation Units (the "EPUs"). One-third of the EPUs vest on the later to occur of the date that the Pony Express Crude Oil Pipeline is initially placed into commercial service by Tallgrass Pony Express Pipeline, LLC (the "In-Service Date") or May 13, 2015. The remaining two-thirds of the EPUs vest on the later to occur of the In-Service Date or May 13, 2017. The Tallgrass Pony Express Pipeline was placed into commercial service in October 2014.

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Remarks:

Vice President, Human Resources, Tax and Risk Management

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.