

Watkins Gary D.  
Form 4  
June 01, 2018

**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 \*  
Watkins Gary D.

(Last) (First) (Middle)

4200 W. 115TH STREET, SUITE 350

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Tallgrass Energy Partners, LP [TEP]

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

05/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP & Chief Accounting Officer

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

**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	(D)	Price
Common Units representing limited partner interests	05/31/2018		F <sup>(1)</sup>		928 <sup>(1)</sup>	D	\$ 42.69
					60,365 <sup>(2)</sup>	D	

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

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**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watkins Gary D. 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211			VP & Chief Accounting Officer	

## Signatures

/s/ Christopher R. Jones, Attorney-in-Fact 06/01/2018

\*\*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) 3,200 Equity Participation Units (the "EPU's") held by the Reporting Person vested on May 13, 2018. On May 31, 2018, pursuant to an election exercised by the Reporting Person, 928 EPU's were withheld to satisfy his tax withholding obligations related to the vesting of the EPU's. This is not an open market sale of securities.
- (2) Includes 40,200 unvested EPU's granted to the Reporting Person, of which (i) 3,200 will vest on May 13, 2019, (ii) 2,000 will vest on November 1, 2019, and (iii) 35,000 will vest on the earliest date on or after April 1, 2021, on which the average compounded annual distribution growth rate for regular quarterly Issuer distributions, based upon the regular quarterly distribution paid by the Issuer on, or immediately prior to, such date is at least 5% over an annualized distribution rate of \$3.34 per common unit, as determined by the board of directors of the general partner of the Issuer (the "Distribution Hurdle Date"). If the Distribution Hurdle Date has not occurred by August 2, 2024, the 35,000 EPU's described in clause (iii) will expire and terminate and no vesting will occur.

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.