

AZURE MIDSTREAM PARTNERS, LP
 Form 4
 July 06, 2016

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 *
BERTHELOT I J II

2. Issuer Name and Ticker or Trading Symbol
AZURE MIDSTREAM PARTNERS, LP [AZUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 12377 MERIT DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/05/2016

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

DALLAS, TX 75251

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common units representing limited partner interests	07/05/2016 ⁽¹⁾		M ⁽²⁾		23,493 A \$ 0 ⁽³⁾	D	
Common units representing limited partner interests	07/05/2016 ⁽¹⁾		F		6,426 ⁽⁴⁾ D \$ 0.7	D	

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

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(9-02)

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. Amount or Number of Shares
Phantom Units	(3)	07/05/2016		M	23,493	07/01/2016 (5)	Common Units	23,493

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTHELOT I J II 12377 MERIT DRIVE SUITE 300 DALLAS, TX 75251	X		SEE REMARKS	

Signatures

/s/ Stacy Murray, as Attorney-in-Fact for I.J. "Chip" Berthelot, II 07/06/2016

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) Date request was made by Issuer to Issuer's transfer agent to issue common units to those grantees whose phantom units vested on July 1, 2016, pursuant to the Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan.
- (2) Represents the conversion upon vesting of phantom units into common units. On July 9, 2015, the Reporting Person was granted 70,487 phantom units of which 23,493 phantom units vested on July 1, 2016. Such phantom units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on July 13, 2015. The common units into which such phantom units converted is reported in Table I on this Form 4.
- (3) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and will entitle the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.

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- The Reporting Person is reporting the withholding by Azure Midstream Partners, LP of 6,426 common units to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the phantom units noted in footnote 2 above to the Reporting Person.
- (4) Phantom units do not expire.
- (5)

Remarks:

The Reporting Person is the President and Chief Executive Officer of Azure Midstream Partners GP, LLC (the "General Partner").

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

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