Summit Midstream Partners, LP Form 4

March 18, 2014

## FORM 4

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

Check this box if no longer subject to Section 16.

**SECURITIES** Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Harrison Matthew S.

2. Issuer Name and Ticker or Trading

Symbol

Summit Midstream Partners, LP

[SMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

See Remarks

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below)

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2014

Director 10% Owner X\_ Officer (give title Other (specify

C/O SUMMIT MIDSTREAM PARTNERS, LP, 2100 MCKINNEY

(State)

(First)

(Middle)

(Zip)

**AVENUE, SUITE 1250** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

DALLAS, TX 75201

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V (D) Price Amount Common

03/15/2014 5,131 D M 5,131 Α (1)Units Common 03/15/2014 F 1.387 3,744 D Units

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.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Phantom Units	(1)	03/15/2014		M		5,131	(2)	(3)	Common Units	5,131
Distribution Equivalent Rights	\$ 1.795	03/15/2014		D		5,131	<u>(2)</u>	<u>(3)</u>	Common Units	5,131
Phantom Units	<u>(1)</u>	03/15/2014		A	14,776		<u>(4)</u>	(3)	Common Units	14,77

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Harrison Matthew S. C/O SUMMIT MIDSTREAM PARTNERS, LP 2100 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201			See Remarks			

## **Signatures**

/s/ Brock M. Degeyter, Attorney-in-Fact for Matthew S.
Harrison

\*\*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) Each phantom unit is the economic equivalent of one common unit.
  - One-third of the phantom units (rounded down to the nearest whole number of units, except in the case of the final vesting date) vested on March 15, 2014, with the remaining phantom units subject to the original award vesting in equal installments on each of the second
- (2) and third anniversaries of the March 15, 2013 grant date, subject to continued employment. The Reporting Person received distribution equivalent rights ("DERs") for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.
- (3) The phantom units and associated DERs do not expire. The phantom units are settled upon vesting in common units (on a one-for-one basis) or in cash, at the discretion of the Issuer.
- (4) One-third of the phantom units (rounded down to the nearest whole number of units, except in the case of the final vesting date) shall vest on each of the first, second and third anniversaries of the March 15, 2014 grant date, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the

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accrued distributions from and after the grant date of the phantom units.

#### **Remarks:**

The Reporting Person is Senior Vice President, Chief Financial Officer and Chief Accounting Officer of Summit Midstream Countries. 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.