

Marlin Midstream Partners, LP
 Form 4
 March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Jones Terry D

2. Issuer Name and Ticker or Trading Symbol
 Marlin Midstream Partners, LP
 [FISH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2015

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 See remarks

2105 CITY WEST BOULEVARD,
 SUITE 100

(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 Person

HOUSTON, TX 77042

(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	03/02/2015		M ⁽¹⁾	50,000 A	\$ 0 ⁽²⁾ 91,018	D	
Common Units representing limited partner	03/02/2015		F	14,636 ⁽³⁾ D	\$ 76,382 21.11	D	

interests

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	(2)	03/02/2015		M	50,000	02/27/2015 (4)	Common Units	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jones Terry D
2105 CITY WEST BOULEVARD, SUITE 100
HOUSTON, TX 77042

See remarks

Signatures

/s/ Eric T. Kalamaras, Attorney-in-fact for Terry D. Jones

03/02/2015

**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) Represents the conversion upon vesting of phantom units into common units. On December 15, 2014, the reporting person was granted 50,000 phantom units of which 50,000 units vested on February 27, 2015.
- (2) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and entitles 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.
- (3) The reporting person is reporting the withholding by Marlin Midstream Partners, LP of 14,636 common units to satisfy the reporting person's tax withholding obligations in connection with the delivery of the common units to the reporting person.

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(4) Phantom units do not expire.

Remarks:

Terry D. Jones was previously a Director and the Executive Vice President and General Counsel of Marlin Midstream GP, LL

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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