

Noble Midstream Partners LP
 Form 4
 September 22, 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 *
NOBLE ENERGY INC

2. Issuer Name and Ticker or Trading Symbol
**Noble Midstream Partners LP
 [NBLX]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1001 NOBLE ENERGY WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2016

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

HOUSTON, TX 77070
 (City) (State) (Zip)

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

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	(A) or (D)	Price
Common Units representing limited partner interests	09/20/2016		A		1,527,584 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> <u>(2)</u>
					1,527,584	I	See Footnotes <u>(1)</u> <u>(2)</u>

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

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SEC 1474
 (9-02)

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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 Security (Instr. 3 and 4)
Subordinated Units representing limited partner interests	(3)	09/20/2016		A	15,902,584 (1) (2)	(3) (3)	Common Units representing limited partner interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		
NBL Midstream, LLC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070		X		

Signatures

/s/ Charles J. Rimer, President of NBL Midstream, LLC

09/22/2016

**Signature of Reporting Person

Date

/s/ Gary W. Willingham, President of Noble Energy, Inc.

09/22/2016

**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) This Form 4 is filed jointly by (1) Noble Energy, Inc. ("Noble"), a Delaware corporation and 100% owner of NBL Midstream, LLC ("NBL Midstream"), and (2) NBL Midstream, a wholly-owned subsidiary of Noble and owner of all the membership interests of Noble Midstream GP LLC (the "General Partner"), in connection with the closing of the Issuer's initial public offering (the "IPO"). Noble, as the 100% owner of NBL Midstream, is deemed to indirectly beneficially own the securities held by NBL Midstream.
- (2) Pursuant to the Contribution, Conveyance and Assumption Agreement dated as of September 20, 2016 by and among the Issuer, the General Partner, Noble, NBL Midstream and NBL Midstream Holdings, LLC, NBL Midstream holds (i) 1,527,584 common units, representing a 4.8% limited partner interest in the Issuer, and (ii) 15,902,584 subordinated units, representing a 50.0% limited partner interest in the Issuer, for a combined 54.8% limited partner interest in the Issuer. The foregoing gives effect to the exercise in full by the

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underwriters of their option to purchase additional units.

- (3) Each subordinated unit will convert into one common unit at the end of the subordination period, as described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-207560).

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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