

EDELMAN THOMAS J
Form 3
August 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>PostRock Energy Corp</p> <p>(Last) (First) (Middle)</p> <p>210 PARK AVENUE,Â</p> <p>(Street)</p> <p>OKLAHOMA</p> <p>CITY,Â OKÂ 73102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/08/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Constellation Energy Partners LLC [CEP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing Class B LLC Interests	3,128,670	I	By Constellation Energy Partners Management, LLC (1) (2) (3) (4)
Class A Units representing Class A LLC Interests	485,065	I	By Constellation Energy Partners Management, LLC (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	---------------------------	----------------------	---

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
------------------	-----------------	---------------------	----------------------------	------------------------------	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PostRock Energy Corp 210 PARK AVENUE OKLAHOMA CITY, OK 73102	^	^ X	^	^
Constellation Energy Partners Management, LLC 210 PARK AVENUE OKLAHOMA CITY, OK 73102	^	^ X	^	^
White Deer Energy L.P. 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
White Deer Energy TE L.P. 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
White Deer Energy FI, L.P. 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
Edelman & Guill Energy L.P. 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
Edelman & Guill Energy Ltd. 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
EDELMAN THOMAS J 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^
GUILL BEN A 700 LOUISIANA ST. SUITE 4770 HOUSTON, TX 77002	^	^ X	^	^

Signatures

/s/ Stephen L. DeGiusti, Executive Vice President, General Counsel & Secretary of PostRock Energy Corporation	08/18/2011
__Signature of Reporting Person	Date
/s/ Stephen L. DeGiusti, Secretary and Treasurer of Constellation Energy Partners Mangement, LLC	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P.	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P.	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P.	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd.	08/18/2011
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman	08/18/2011
__Signature of Reporting Person	Date
/s/ Ben A. Guill	08/18/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

As of the date of this Form 3, Constellation Energy Partners Management, LLC ("CEPM") directly holds 3,128,670 common units

(1) representing Class B limited liability company interests in the Issuer and 485,065 Class A Units representing Class A limited liability company interests in the Issuer.

This Form 3 is jointly filed by CEPM, PostRock Energy Corporation ("PostRock"), White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "White Deer Funds"), Edelman & Guill Energy L.P. ("GP LP"), Edelman & Guill Energy Ltd. ("GP Ltd."), Thomas J. Edelman and Ben A. Guill. CEPM is a wholly owned subsidiary of PostRock. As of the date of this

(2) Form 3, the White Deer Funds, in the aggregate, may be deemed to beneficially own approximately 68.2% of the shares of PostRock common stock outstanding on a pro forma basis (accounting for the exercise of warrants to purchase an aggregate of 20,204,261 common shares of PostRock common stock held by the White Deer Funds). GP LP is the general partner of the Funds, GP Ltd. is the general partner of GP LP, and Messrs. Edelman and Guill are the directors of GP Ltd.

(3) PostRock may be deemed to beneficially own CEPM's interest in the Issuer through its ability to control CEPM.

(4) The White Deer Funds, have, together with GP LP, GP Ltd., Mr. Edelman and Mr. Guill formed a "group" as defined in Section 13(d)(3) with respect to the shares of PostRock common stock beneficially owned by the White Deer Funds, and each member of the group may be deemed to beneficially own all or some portion of the common units and Class A units of the Issuer owned of record by CEPM, to the extent the group is deemed to control PostRock. Each of the reporting persons other than CEPM and PostRock disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such

Edgar Filing: EDELMAN THOMAS J - Form 3

securities for purposes of Section 16 or for any other purpose.

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.