Constellation Energy Partners LLC Form 4

April 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Edelman & Guill Energy L.P.

2. Issuer Name and Ticker or Trading

Symbol

Constellation Energy Partners LLC

[CEP]

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 04/17/2014

700 LOUISIANA STREET, SUITE

4770

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Issuer

below)

HOUSTON, TX 77002

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct Beneficial (D) or

7. Nature of Indirect Ownership (Instr. 4)

Indirect (I) Reported (Instr. 4)

I

Code V Amount (D) Price

(A)

or

Transaction(s) (Instr. 3 and 4)

Common Units

04/17/2014

S

6,000 D 5,318,014 By PostRock Energy

Corporation (1)(2)

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)

 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date	Title N	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer of the second	Director	10% Owner	Officer	Other			
Edelman & Guill Energy L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002		X					
PostRock Energy Corp 210 PARK AVENUE SUITE 2750 OKLAHOMA CITY, OK 73102		X					
Edelman & Guill Energy Ltd. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002		X					
White Deer Energy L.P. 700 LOUISIANA STREET HOUSTON, TX 77002		X					
White Deer Energy TE L.P. 700 LOUISIANA STREET HOUSTON, TX 77002		X					
White Deer Energy FI, L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002		X					
EDELMAN THOMAS J 777 MAIN STREET		X					

Reporting Owners 2

SUITE 2500 FORT WORTH, TX 76102

GUILL BEN A 600 TRAVIS SUITE 6000

X

HOUSTON, TX 77002

Signatures

/s/ Stephen L. DeGiuisti, Executive Vice President, General Counsel and Secretary of PostRock Energy Corporation					
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P.					
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P.					
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P.					
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.					
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd.	04/17/2014				
**Signature of Reporting Person	Date				
/s/ Thomas Edelman	04/17/2014				
**Signature of Reporting Person	Date				
/s/ Thomas Edelman, as Attorney-In-Fact For Ben A. Guill					

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).

**Signature of Reporting Person

Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and

Date

- (1) Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd. The Funds beneficially own approximately 60%, as of March 3, 2014, of the common stock of PostRock Energy Corporation ("PSTR") after giving effect to the exercise of their outstanding warrants. Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds and of PSTR.
- (Continued from Footnote 1) The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these 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.

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