

Summit Midstream Partners, LP  
Form 4  
March 17, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Graves Brad N

(Last) (First) (Middle)

C/O SUMMIT MIDSTREAM  
PARTNERS, LP, 1790 HUGHES  
LANDING BLVD., SUITE 500

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Summit Midstream Partners, LP  
[SMLP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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	03/15/2016		M	15,466 A	30,665	D	
Common Units	03/15/2016		F	1,267 D	\$ 29,398 14.82	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (DCP)	(2)	03/15/2016		A		481		(2)	(2)	Common Units	481
Phantom Units	(1)	03/15/2016		M		4,328		(3)	(4)	Common Units	4,328
Distribution Equivalent Rights	\$ 6.2	03/15/2016		D		4,328		(3)	(4)	Common Units	4,328
Phantom Units	(1)	03/15/2016		M		5,122		(5)	(4)	Common Units	5,122
Distribution Equivalent Rights	\$ 4.405	03/15/2016		D		5,122		(5)	(4)	Common Units	5,122
Phantom Units	(1)	03/15/2016		M		6,016		(6)	(4)	Common Units	6,016
Distribution Equivalent Rights	\$ 2.285	03/15/2016		D		6,016		(6)	(4)	Common Units	6,016
Phantom Units	(1)	03/15/2016		A		43,859		(7)	(4)	Common Units	43,859

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graves Brad N C/O SUMMIT MIDSTREAM PARTNERS, LP 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380				See Remarks

## Signatures

/s/ Brock M. Degeyter, Attorney-in-Fact for Brad N. Graves

03/17/2016

\*\*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) Each phantom unit is the economic equivalent of one common unit.

(2) Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2013 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment with the General Partner, the Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.

(3) The final one-third of the phantom units subject to the original award agreement vested on March 15, 2016, on the third anniversary of the March 15, 2013 grant date. 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.

(4) 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.

(5) One-third of the phantom units subject to the original award agreement vested on March 15, 2016, with the final one-third of phantom units subject to vesting on the third anniversary 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 accrued distributions from and after the grant date of the phantom units.

(6) One-third of the phantom units subject to the original award agreement vested on March 15, 2016, with the remaining phantom units subject to vesting on the second and third anniversaries of the March 15, 2015 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 accrued distributions from and after the grant date of the phantom units.

(7) 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, 2016 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 accrued distributions from and after the grant date of the phantom units.

### Remarks:

The Reporting Person is Executive Vice President and Chief Commercial Officer of Summit Midstream GP, LLC, the general

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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