

STAR GAS PARTNERS LP
Form 4
February 21, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vermyn Paul A Jr

(Last) (First) (Middle)

C/O STAR GAS PARTNERS,
L.P., 9 WEST BROAD STREET,
SUITE 310

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

STAR GAS PARTNERS LP [SGU]

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

02/16/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Units	02/16/2017		J ⁽¹⁾	634,099	A \$ 0 853,950	D	
Common Units	02/16/2017		J ⁽¹⁾	210,281 ⁽²⁾	A \$ 0 210,281	I	See footnote ⁽³⁾
Common Units	02/16/2017		J ⁽¹⁾	210,281 ⁽²⁾	A \$ 0 210,281	I	See footnote ⁽⁴⁾

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vermynen Paul A Jr
C/O STAR GAS PARTNERS, L.P.
9 WEST BROAD STREET, SUITE 310
STAMFORD, CT 06902

X

Signatures

/s/ Paul A.
Vermynen, Jr. 02/21/2017

__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) After the close of the market trading session on February 16, 2017, Kestrel Energy Partners, LLC ("Kestrel") made an in-kind distribution of common units of Star Gas Partners, L.P. ("Star Gas") pro rata to its members. As members of Kestrel, none of Mr. Vermynen, The Robin C. Vermynen 2016 Irrevocable Trust and The Paul A. Vermynen, Jr. 2015 Irrevocable Trust held a pecuniary interest in the common units of Star Gas held by Kestrel prior to the in-kind distribution.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.

(3)

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These securities are owned directly by The Robin C. Vermylen 2016 Irrevocable Trust. The reporting person is a trustee of the trust and the reporting person's spouse is a beneficiary of the trust. Therefore, the reporting person may be deemed to have a pecuniary interest in the securities held by the trust.

- (4) These securities are owned directly by The Paul A. Vermylen, Jr. 2015 Irrevocable Trust. The reporting person is a beneficiary of the trust and is the settlor of the trust.

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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