

AZURE MIDSTREAM PARTNERS, LP

Form 4

January 29, 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 *
Bush Amanda

2. Issuer Name **and** Ticker or Trading
Symbol
AZURE MIDSTREAM
PARTNERS, LP [AZUR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
12377 MERIT DRIVE, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

DALLAS, TX 75251

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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
displays a currently valid OMB control
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
---------------------------------------	------------------------------	---	---	------------------------	--	--	---	---

Edgar Filing: AZURE MIDSTREAM PARTNERS, LP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	01/23/2016	A		17,500		<u>(2)</u>	<u>(3)</u>	Common Units	17,500
Phantom Units	<u>(1)</u>	07/09/2015	A		17,213		<u>(4)</u>	<u>(3)</u>	Common Units	17,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bush Amanda 12377 MERIT DRIVE SUITE 300 DALLAS, TX 75251			Chief Financial Officer	

Signatures

/s/ Stacy Murray, as Attorney in Fact for Amanda Bush

01/29/2016

****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) Phantom units awarded under the Issuer's 2013 Long-Term Incentive Plan. Each Phantom unit is the economic equivalent of one common unit of Azure Midstream Partners, LP and entitles the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.
- (2) The phantom units shall vest in a single installment with such vesting in full to take place on July 18, 2016.
- (3) Upon the termination of the Reporting Person's services for any reason during an applicable restricted period, all outstanding unvested phantom units held by such Reporting Person shall be automatically forfeited, unless such forfeiture is otherwise waived, in whole or in part, by the board of directors of Azure Midstream Partners GP, LLC, the general partner of the Issuer (the "General Partner").
- (4) The phantom units shall vest in three equal annual installments with the first installment vesting on June 30, 2016.

Remarks:

The Reporting Person is the Chief Financial Officer of the General Partner. The Issuer is managed by the directors and executives of the General Partner.

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.