

Oiltanking Partners, L.P.
 Form 4
 October 01, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Oiltanking Holding Americas, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Oiltanking Partners, L.P. [OILT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 CLAY STREET, SUITE 2400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2014

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% owner

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 ____ 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	(A) or (D)	Price
Common Units	10/01/2014		S		7,162,064 (1) (2)	D	(3) 0
Common Units	10/01/2014		S		8,737,738 (1) (2)	D	(3) 0
						I	See footnote (1)

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Subordinated Units	(4)	10/01/2014		S	20,915,684 (1) (2)	(4) (4)	Common Units	
Subordinated Units	(4)	10/01/2014		S	17,984,118 (1) (2)	(4) (4)	Common Units	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oiltanking Holding Americas, Inc. 333 CLAY STREET, SUITE 2400 HOUSTON, TX 77002				Former 10% owner
Oiltanking GmbH 333 CLAY STREET, SUITE 2400 HOUSTON, TX 77002				Former 10% owner
Marquard & Bahls AG 333 CLAY STREET, SUITE 2400 HOUSTON, TX				Former 10% owner

Signatures

/s/ Kenneth F. Owen, President and CEO of Oiltanking Holding Americas, Inc.		10/01/2014
**Signature of Reporting Person		Date
/s/ Claus-Georg Nette, authorized signatory of Oiltanking GmbH		10/01/2014
**Signature of Reporting Person		Date
/s/ Claus-Georg Nette, authorized signatory of Marquard & Bahls AG.		10/01/2014
**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).

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This Form 4 is jointly filed by Oiltanking Holding Americas, Inc. ("OTA"), Oiltanking GmbH ("GmbH") and Marquard & Bahls AG ("M&B"). OTA is a wholly owned subsidiary of GmbH, which is a wholly owned subsidiary of M&B. GmbH may be deemed to share beneficial ownership of OTA's interest in Oiltanking Partners, L.P., a Delaware limited partnership (the "Issuer"), through its ability to control OTA. M&B may be deemed to share beneficial ownership of OTA's interest in the Issuer through its ability to control GmbH. Prior to the Transaction described in Footnote 3, OTA held 7,162,064 Common Units and 20,915,684 Subordinated Units and OTB Holdco, LLC ("OTB Holdco"), a wholly owned subsidiary of OTA, held 8,737,738 Common Units and 17,984,118 Subordinated Units. OTA may be deemed to share beneficial ownership in OTB Holdco's interest in the Issuer through its ability to control OTB Holdco.

- (1) control OTA. M&B may be deemed to share beneficial ownership of OTA's interest in the Issuer through its ability to control GmbH. Prior to the Transaction described in Footnote 3, OTA held 7,162,064 Common Units and 20,915,684 Subordinated Units and OTB Holdco, LLC ("OTB Holdco"), a wholly owned subsidiary of OTA, held 8,737,738 Common Units and 17,984,118 Subordinated Units. OTA may be deemed to share beneficial ownership in OTB Holdco's interest in the Issuer through its ability to control OTB Holdco.
- (2) The amount of securities beneficially owned prior to the reported transaction has been adjusted to reflect a two-for-one split of the Common and Subordinated Units of the Issuer that became effective on July 14, 2014.

On October 1, 2014, Enterprise Products Partners, L.P., a Delaware limited partnership ("Enterprise") acquired all of the issued and outstanding interest in OTLP GP, LLC, a Delaware limited liability company and the general partner of the Issuer, and all of the Common Units and Subordinated Units of the Issuer held by OTA and OTB Holdco in exchange for \$2.21 billion of cash and the issuance of 54,807,352 common units representing limited partner interests in Enterprise, pursuant to a Contribution and Purchase Agreement, dated as of October 1, 2014, by and among Enterprise, OTA and OTB Holdco.
- (3) Units and Subordinated Units of the Issuer held by OTA and OTB Holdco in exchange for \$2.21 billion of cash and the issuance of 54,807,352 common units representing limited partner interests in Enterprise, pursuant to a Contribution and Purchase Agreement, dated as of October 1, 2014, by and among Enterprise, OTA and OTB Holdco.
- (4) The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period.

Remarks:

The reporting persons' status as an insider terminated on October 1, 2014.

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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