Cypress Energy Partners, L.P. Form 4

July 01, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ENGLISH JEFF** Issuer Symbol Cypress Energy Partners, L.P. (Check all applicable) [CELP] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O CYPRESS ENERGY 06/30/2016 SEE REMARKS PARTNERS, L.P., 5727 S. LEWIS **AVENUE, SUITE 300** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TULSA, OK 74105** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Common Units (Limited 06/30/2016 M 1,776 3,052 D A <u>(1)</u> Partner Interests) Common Units \$ 2,396 9.74 D F 656 (Limited 06/30/2016 D Partner Interests)

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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. Transactic 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. Pric Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units (Limited Partner Interests)	Œ	06/30/2016		M	1,776	(2)	(3)	Common Units (Limited Partner Interests)	1,776	(1

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
ENGLISH JEFF						
C/O CYPRESS ENERGY PARTNERS, L.P.			SEE			
5727 S. LEWIS AVENUE, SUITE 300			REMARKS			
TULSA, OK 74105						

Signatures

/s/ Richard M. Carson, Attorney-in-Fact for Jeff
English
07/01/2016

**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) On March 26, 2015, the Reporting Person was granted 1,776 phantom units. The phantom units vested in full on June 30, 2016.
- (3) The phantom units expire upon settlement. The phantom units settled upon vesting in common units (on a one-for-one basis).

Reporting Owners 2

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Remarks:

a currently valid OMB number.

The Reporting Person is Vice President of Operations of Cypress Energy Partners GP, LLC, the general partner of the Issuer (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