

PHILLIPS 66 PARTNERS LP  
Form 4  
December 03, 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 \*  
Phillips 66 Co

2. Issuer Name and Ticker or Trading Symbol  
PHILLIPS 66 PARTNERS LP  
[PSXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2014

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

3010 BRIARPARK DRIVE

(Street)

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

HOUSTON, TX 77042

(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 (Limited Partner Interests)	12/01/2014		A <sup>(1)</sup>		1,066,412	A	\$ 72.81
					(1) (2)		(1)
							20,925,369
						D <sup>(1)</sup> <sub>(2)</sub>	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				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
Phillips 66 Co 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X	X		
Phillips 66 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X	X		

## Signatures

Paula A. Johnson, Executive VP of Phillips 66  
 \*\*Signature of Reporting Person  
 Date 12/03/2014

Paula A. Johnson, Executive VP of Phillips 66 Company  
 \*\*Signature of Reporting Person  
 Date 12/03/2014

## 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).

- On December 1, 2014, in connection with the closing of the transactions contemplated by the Contribution, Conveyance and Assumption Agreement, dated as of October 22, 2014, by and among the Issuer, Phillips 66 Partners GP LLC ("the General Partner"), Phillips 66 Company ("P66 Company") and Phillips 66 Pipeline LLC ("P66 Pipeline"), the Issuer acquired certain assets from P66 Company and P66 Pipeline, for aggregate consideration of approximately \$340 million. The consideration consisted of \$28 million in cash, the issuance of 1,066,412 common units of the Issuer to P66 Company, the issuance of 21,764 general partner units of the Issuer to the General Partner and the assumption by the Issuer of a 5-year, \$244 million note payable to a subsidiary of P66 Company.
- This Form 4 is filed jointly by Phillips 66 ("PSX") and P66 Company. P66 Company, a direct wholly owned subsidiary of PSX, owns all of the outstanding membership interests in the General Partner. Accordingly, the General Partner is an indirect wholly owned subsidiary of PSX. PSX may be deemed to indirectly own the securities of the Issuer directly held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein. PSX may also be deemed to indirectly own the securities of the Issuer

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directly held by P66 Company, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

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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