Edgar Filing: USA Compression Partners, LP - Form 4

USA Compr Form 4	ession Partners	s, LP										
April 28, 20	14											
FORM	14								PPROVAL			
	UNITE		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o Form 5	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES									Expires:January 31Estimated averageburden hours perresponse0.5		
obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	(20) (b) of the investment (Commenty A of (10)										
(Print or Type I	Responses)											
			2. Issuer Name and Ticker or Trading Symbol USA Compression Partners, LP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[USAC]	[USAC]					(Check an applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 04/25/2014					Director 10% Owner X Officer (give title Other (specify below) below) See Remarks				
AUSTIN, T	(Street) 4. If Ame Filed(Mor AUSTIN, TX 78701				te Origina	l		 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)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Dat any (Month/Day/Year)		med on Date, if	3.4. Securities Acquiredte, ifTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V		(D)	Price	(Instr. 3 and 4)				
Units	04/25/2014			М	5,953	А	<u>(1)</u>	5,953	D			
Common Units	04/25/2014			D	715	D	\$ 27.38	5,238	D			

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

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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)	4. Transactic Code (Instr. 8)	5. Number prof 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 SecuritiesI I I (Instr. 3 and 4)999<	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	04/25/2014	М	5,953	04/25/2014	04/25/2014	Common Units	5,238

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
Holloway J Gregory C/O USA COMPRESSION PA 100 CONGRESS AVENUE, S AUSTIN, TX 78701				See Remarks			
Signatures							
/s/ J. Gregory	04/28/2014						

Holloway <u>**</u>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 was the economic equivalent of one common unit of USA Compression Partners, LP. The Reporting Person settled 12% of his vested phantom units for cash and the rest for common units.

Remarks:

The Reporting Person is the Vice President, General Counsel and Secretary of USA Compression GP, LLC, 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.