Edgar Filing: CHESAPEAKE MIDSTREAM PARTNERS LP - Form 4

CHESAPEAKE MIDSTREAM PARTNERS LP

Form 4

January 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHESAPEAKE MIDSTREAM **HOLDINGS LLC**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CHESAPEAKE MIDSTREAM PARTNERS LP [CHKM]

(Month/Day/Year)

(Check all applicable)

(Last)

(City)

Common

Units

(First) (Middle) 3. Date of Earliest Transaction

X Director Officer (give title 10% Owner Other (specify

900 NW 63RD STREET

12/29/2011

4. If Amendment, Date Original

Code V

P

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

OKLAHOMA CITY, OK 73118

(Street)

(State)

12/29/2011

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

9,791,605

(1)(2)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following

7. Nature of 6. Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or

A

Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4) Amount (D) Price

<u>(2)</u>

See I footnote 33,704,666 1.(1)

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)

Edgar Filing: CHESAPEAKE MIDSTREAM PARTNERS LP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CHESAPEAKE MIDSTREAM HOLDINGS LLC 900 NW 63RD STREET OKLAHOMA CITY, OK 73118	X	X				
CHESAPEAKE ENERGY CORP 6100 N WESTERN AVE OKLAHOMA CITY, OK 73118	X	X				

Signatures

Marc D. Rome, on behalf of Chesapeake Midstream Holdings, L.L.C.	01/03/2012	
**Signature of Reporting Person	Date	
Marc D. Rome, on behalf of Chesapeake Energy Corporation	01/03/2012	
**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) This form is jointly filed by Chesapeake Energy Corporation ("Chesapeake") and Chesapeake Midstream Holdings, L.L.C. ("Midstream Holdings" and, together with Chesapeake, the "Reporting Persons").
 - On December 28, 2011, Chesapeake MLP Operating, L.L.C. ("Buyer"), a wholly owned subsidiary of the Issuer, entered into a Unit Purchase Agreement (the "Agreement") with Chesapeake Midstream Operating, L.L.C. ("Seller"), Chesapeake Midstream Development, L.P., Appalachia Midstream Services, L.L.C. ("AMS") and, for certain limited purposes, Chesapeake Midstream Management, L.L.C.
- and the Issuer. All parties are subsidiaries or affiliates of the Reporting Persons. Pursuant to the terms of the Agreement, Buyer agreed to acquire 1,000 units of AMS representing 100% of the issued and outstanding membership units of AMS (the "Acquisition") from Seller in exchange for total consideration of approximately \$865 million represented by \$600 million in cash and 9,791,605 Common Units. The Acquisition closed, and the Reporting Persons acquired the common units, on December 29, 2011. The effective date of the Acquisition was December 31, 2011.

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.

Reporting Owners 2