

Boardwalk Pipeline Partners, LP
Form 4
February 09, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McMahon Michael E

2. Issuer Name **and** Ticker or Trading
Symbol
Boardwalk Pipeline Partners, LP
[BWP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
9 GREENWAY PLAZA, SUITE
2800

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr. VP, Gen. Counsel & Sec

(Street)
HOUSTON, TX 77046

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

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)

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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	02/05/2015	A		25,773	(2)	(2)		Common Units	25,773

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McMahon Michael E 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046	Sr. VP, Gen. Counsel & Sec

Signatures

/s/ Michael E.
McMahon 02/09/2015

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 of the Issuer.

Except as otherwise provided in the Reporting Person's Phantom Unit Grant Agreement, 50% of the phantom units vest on December 1, 2016 (First Tranche) and the remaining 50% vest on December 1, 2017 (Second Tranche). All phantom units will be settled in cash, but the timing of the cash payment of the First Tranche will be determined by the payment election the Reporting Person is required to make by March 6, 2015. The Reporting Person may elect to have the phantom units paid in connection with the vesting of the First Tranche or deferred until the payment associated with the Second Tranche, except for amounts accelerated and withheld to satisfy applicable tax withholding obligations related to the December 1, 2016, vesting event. The Second Tranche is not subject to a deferral election and will be paid to the Reporting Person within 30 days of the vesting event.

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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