

Barkauskas Steven A
Form 4
December 15, 2017

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 *
Barkauskas Steven A

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)
12/15/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Controller & CAO

(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	(A) or (D)	Price
BWP (Common Units)	12/15/2017		M		8,582.39	A	<u>11</u> 8,582.39
BWP (Common Units)	12/15/2017		D		8,582.39	D	\$ 15.44 0
BWP (Common Units)	12/15/2017		M		8,859	A	<u>11</u> 8,859
BWP	12/15/2017		D		8,859	D	\$ 0

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(Common Units) 15.44

BWP
(Common Units) 12/15/2017 M 363.28 A (2) 363.28 D

BWP
(Common Units) 12/15/2017 F 363.28 D \$ 15.04 0 D

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

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Units	<u>(1)</u>	12/15/2017		M	8,582.39	12/15/2017 12/15/2017	BWP (Common Units) 8,582
Phantom Units	<u>(1)</u>	12/15/2017		M	8,859	12/15/2017 12/15/2017	BWP (Common Units) 8,859
Phantom Units	<u>(2)</u>	12/15/2017		M	363.28	12/15/2017 12/15/2017	BWP (Common Units) 363.28

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Barkauskas Steven A 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046	SVP, Controller & CAO

Signatures

/s/ Steven A.
Barkauskas

12/15/2017

__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 share of phantom units is the equivalent of one share of BWP common units. The reporting person settled his shares of phantom units for cash pursuant to the payment provisions in the reporting person's grant agreement.

(2) Each share of phantom units is the equivalent of one share of BWP common units. This payment represents settlement of amounts accelerated and withheld to satisfy applicable tax withholding obligations related to the December 1, 2017, vesting event for which the reporting person elected to defer payment until December 2018 pursuant to the payment options and provisions in the reporting person's grant agreement.

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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