

Cheniere Energy Partners, L.P.
Form 4
December 09, 2015

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 *
PAGANO VINCENT JR

2. Issuer Name and Ticker or Trading Symbol
**Cheniere Energy Partners, L.P.
[CQP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1060 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2015

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

NEW YORK, NY 10128

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Units Representing Limited Partner Interests | 12/07/2015 | | M | 3,000 | A <u>(1)</u> 3,375 | D | |
| Units Representing Limited Partner Interests | 12/07/2015 | | D | 3,000 | D \$ 21.87 375 | D | |
| Units Representing | 12/07/2015 | | M | 750 | A <u>(2)</u> 1,125 | D | |

Limited
Partner
Interests

Units
Representing
Limited
Partner
Interests

12/07/2015 D 375 D \$ 21.87 750 D

Units
Representing
Limited
Partner
Interests

12/07/2015 M 750 A (3) 1,500 D

Units
Representing
Limited
Partner
Interests

12/07/2015 D 375 D \$ 21.87 1,125 D

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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| PHANTOM UNITS | (1) | 12/07/2015 | | M | 3,000 | 12/07/2015 12/07/2015 | COMMON UNITS |
| PHANTOM UNITS | (2) | 12/07/2015 | | M | 750 | 12/07/2015 12/07/2015 | COMMON UNITS |
| PHANTOM UNITS | (3) | 12/07/2015 | | M | 750 | 12/07/2015 12/07/2015 | COMMON UNITS |
| PHANTOM UNITS | (4) | 12/07/2015 | | A | 3,000 | (5) (5) | COMMON UNITS |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAGANO VINCENT JR 1060 FIFTH AVENUE NEW YORK, NY 10128 | | X | | |

Signatures

/s/ Sean N. Markowitz under POA by Vincent Pagano Jr. 12/09/2015

__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) On 12/7/2012, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 12/7/2015, the third anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
 - (2) On 12/7/2013, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 12/7/2015, the second anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
 - (3) On 12/7/2014, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash and previously reported on Form 4. Twenty-five percent of this grant vested on 12/7/2015, the first anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
 - (4) On 12/7/2015, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash. Each phantom unit is the economic equivalent of one common unit of the Issuer.
 - (5) The phantom units vest twenty-five percent on each of the first, second, third and fourth anniversaries of the grant date.

Remarks:

EXHIBIT LIST: EX-24 Power of Attorney for: /s/ Sean N. Markowitz under POA by Vincent Pagano Jr.

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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