

PHILLIPS 66 PARTNERS LP
Form 4
October 17, 2016

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 *
Phillips 66 Project Development Inc.

2. Issuer Name and Ticker or Trading Symbol
PHILLIPS 66 PARTNERS LP
[PSXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2016

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

2331 CITYWEST BLVD.

(Street)

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

HOUSTON, TX 77042

(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
Common Units	10/14/2016		A ⁽¹⁾		3,884,237	A	\$ 47.8864
					(1) (2)		64,047,024
							(1)

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips 66 Project Development Inc. 2331 CITYWEST BLVD. HOUSTON, TX 77042	X	X		
Phillips 66 Co 2331 CITYWEST BLVD. HOUSTON, TX 77042	X	X		
Phillips 66 2331 CITYWEST BLVD. HOUSTON, TX 77042	X	X		

Signatures

Paula A. Johnson, VP of Phillips 66 Project Development Inc.	10/17/2016
**Signature of Reporting Person	Date
Paula A. Johnson, Executive VP of Phillips 66	10/17/2016
**Signature of Reporting Person	Date
Paula A. Johnson, Executive VP of Phillips 66 Company	10/17/2016
**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 October 14, 2016, in connection with the closing of the transactions contemplated by the Contribution, Conveyance and Assumption Agreement dated October 11, 2016, by and among the Issuer, Phillips 66 Partners GP LLC (the "General Partner"), Phillips 66 Company ("P66 Company") and Phillips 66 Project Development Inc. ("P66 PDI"), the Issuer acquired from P66 PDI certain pipeline and terminal assets supporting four Phillips 66 refineries. The total consideration paid by the Issuer was \$1.3 billion, consisting of \$1.1 billion in cash; 3,884,237 common units of the Issuer issued to P66 PDI; and 208,783 general partner units issued to the General Partner. The price per common unit of the Issuer was determined by the ten day volume-weighted average closing price of the Issuer's common units on the

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New York Stock Exchange for the ten day trading period ended October 7, 2016.

- (2) This Form 4 is filed jointly by Phillips 66 ("PSX"), P66 Company, and P66 PDI. P66 PDI is a direct wholly owned subsidiary of P66 Company, which is a direct wholly owned subsidiary of PSX. P66 PDI owns all of the outstanding membership interest in the General Partner. Accordingly, the General Partner is an indirect wholly owned subsidiary of P66 Company and PSX. P66 Company and PSX may be deemed to indirectly own the securities of the Issuer directly held by the General Partner, but disclaim beneficial ownership except to the extent of their pecuniary interest therein. P66 Company and PSX may also be deemed to indirectly own the securities of the Issuer directly held by P66 PDI, but disclaim beneficial ownership except into the extend of their pecuniary interest therein.

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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