

USA Compression Partners, LP
Form 4
March 29, 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 *
Holloway J Gregory

(Last) (First) (Middle)

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
USA Compression Partners, LP [USAC]

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	03/25/2016		M	5,952 A	(1) (2) 24,132 (3)	D	
Common Units	03/25/2016		M	6,315 A	(1) (4) 30,447 (3)	D	
Common Units	03/25/2016		M	8,392 A	(1) (5) 38,839 (3)	D	
Common Units	03/25/2016		D	2,976 D	\$ 10.26 35,863 (3)	D	
	03/25/2016		D	758 D	\$ 7.25 35,105 (3)	D	

Common
Units

Common Units 03/25/2016 D 1,091 D \$ 7.25 34,014 ⁽³⁾ D

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

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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)	8. Amount or Number of Shares
Phantom Units	<u>(1)</u> <u>(2)</u>	03/25/2016		M	5,952	03/25/2016 03/25/2016	Common Units	5,952
Phantom Units	<u>(1)</u> <u>(4)</u>	03/25/2016		M	6,315	03/25/2016 03/25/2016	Common Units	6,315
Phantom Units	<u>(1)</u> <u>(5)</u>	03/25/2016		M	8,392	03/25/2016 03/25/2016	Common Units	8,392

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holloway J Gregory C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701				See Remarks

Signatures

/s/ J. Gregory 03/29/2016
Holloway
Date

Signature of Reporting
Person

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 was the economic equivalent of one common unit of USA Compression Partners, LP.
- (2) The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- (3) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
- (4) The Reporting Person settled approximately 12% of his newly vested phantom units for cash and the rest for common units.
- (5) The Reporting Person settled approximately 13% of his newly vested phantom units for cash and the rest for common units.

Remarks:

The Reporting Person is the Vice President, General Counsel and Secretary of USA Compression GP, LLC, the general partner.

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.