

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-29**
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REPORTING OWNER

MCCAIN ELLIS L

CIK: **1227698**

Type: **4** | Act: **34** | File No.: **001-33366** | Film No.: **10868706**

Mailing Address
C/O CRIMSON EXPLORATION
INC.
717 TEXAS AVENUE, SUITE
2900
HOUSTON TX 77002

ISSUER

Cheniere Energy Partners, L.P.

CIK: **1383650** | IRS No.: **205913059** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4924** Natural gas distribution

Mailing Address
700 MILAM ST.
SUITE 800
HOUSTON TX 77002

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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

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

1. Name and Address of Reporting Person MCCAIN ELLIS L			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2010			
700 MILAM ST., SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) HOUSTON, TX 77002						
(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			
Units Representing Limited Partner Interests	05/29/2010		<u>M</u>		3,000	A	(1)	3,000	D	
Units Representing Limited Partner Interests	05/29/2010		<u>D</u>		3,000	D	\$16.04	0	D	
Units Representing Limited Partner Interests	05/29/2010		<u>M</u>		750	A	(2)	750	D	
Units Representing Limited Partner Interests	05/29/2010		<u>D</u>		750	D	\$16.04	0	D	
Units Representing Limited Partner Interests	05/29/2010		<u>M</u>		750	A	(3)	750	D	
Units Representing Limited Partner Interests	05/29/2010		<u>D</u>		750	D	\$16.04	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Phantom Units	(1)	05/29/2010		<u>M</u>		3,000	05/29/2010	05/29/2010	Common Units	3,000	(1)	3,000	D	
Phantom Units	(2)	05/29/2010		<u>M</u>		750	05/29/2010	05/29/2010	Common Units	750	(2)	1,500	D	
Phantom Units	(3)	05/29/2010		<u>M</u>		750	05/29/2010	05/29/2010	Common Units	750	(3)	2,250	D	
Phantom Units	(4)	05/29/2010		<u>A</u>	3,000		(5)	(5)	Common Units	3,000	\$ 0	3,000	D	

Explanation of Responses:

1. On 5/29/07, 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 5/29/10, the third anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
2. On 5/29/08, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 5/29/10, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
3. On 5/29/09, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 5/29/10, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
4. On 5/29/10, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.
5. The phantom units vest, and are payable in cash, 25% on each of the first, second, third and fourth anniversaries of the grant date.

Signatures

/s/ Anne V. Vaughan under POA by Ellis L. McCain

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.