

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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(HTML Version on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **MARKWEST ENERGY PARTNERS L P**

CIK: **1166036** | IRS No.: **270005456** | Fiscal Year End: **1231**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address  
*1515 ARAPAHOE STREET  
TOWER 2, SUITE 700  
DENVER CO 80202-2126*

Business Address  
*1515 ARAPAHOE STREET  
TOWER 2, SUITE 700  
DENVER CO 80202-2126  
303-925-9200*

### REPORTING OWNER

#### **SEMPLE FRANK M**

CIK: **1270065**  
Type: **4** | Act: **34** | File No.: **001-31239** | Film No.: **09546590**

Mailing Address  
*1515 ARAPAHOE ST.  
TOWER 2, SUITE 700  
DENVER CO 80202*

Business Address  
*3039259200*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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 <b>SEMPLE FRANK M</b>			2. Issuer Name and Ticker or Trading Symbol <b>MARKWEST ENERGY PARTNERS L P</b> <b>[MWE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below) <b>President, CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/22/2009</b>					
C/O MARKWEST ENGERGY PARTNERS, L.P., 1515 ARAPAHOE ST. TWR 2, STE 700			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) <b>DENVER, CO 80202</b>								
(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	01/22/2009		A		27,000 <sup>(1)</sup>	A	\$ 0	340,323 <sup>(3)</sup>	D	
Common Units	01/22/2009		A		20,000 <sup>(2)</sup>	A	\$ 0	360,323 <sup>(3)</sup>	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents a phantom unit, which is a restricted unit that entitles the reporting person to receive a common unit upon the vesting of the phantom unit. Under the grant agreement, the settlement of the phantom units occurs on the achievement of established performance goals, which results in a deemed automatic expiration of the vested portion of the phantom units upon settlement. These phantom units vest on January 31, 2009.

2. Represents a phantom unit, which is a restricted unit that entitles the reporting person to receive a common unit upon the vesting of the phantom unit. Under the grant agreement, the settlement of the phantom units occurs automatically as the phantom units vest, which results in a deemed automatic expiration of the vested portion of the phantom units upon settlement. The phantom units vest over a period of three years with one third vesting on January 31, 2010, 2011 and 2012.
3. Amount of securities beneficially owned following the reported transaction(s) includes Common Units owned and Restricted Units subject to varying vesting terms.

**Signatures**

/s/ Sean M. McKendry as POA for Frank M. Semple

\*\* Signature of Reporting Person

01/26/2009

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.**