

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**
SEC Accession No. [0001181431-13-002667](#)

(HTML Version on secdatabase.com)

ISSUER

Crestwood Midstream Partners LP

CIK: **1389030** | IRS No.: **562639586** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4922** Natural gas transmission

Mailing Address	Business Address
717 TEXAS AVENUE, SUITE 3150 HOUSTON TX 77002	717 TEXAS AVENUE, SUITE 3150 HOUSTON TX 77002 (832) 519-2200

REPORTING OWNER

MACAULAY WILLIAM E

CIK: **908428**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520872**

Mailing Address
ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830

Crestwood Gas Services Holdings LLC

CIK: **1406900** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520866**

Mailing Address	Business Address
717 TEXAS AVENUE SUITE 3150 HOUSTON TX 77002	717 TEXAS AVENUE SUITE 3150 HOUSTON TX 77002 832-519-2200

First Reserve GP XI, Inc.

CIK: **1477477** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520874**

Mailing Address	Business Address
ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830	ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830 203-661-6601

First Reserve GP XI, L.P.

CIK: **1477478** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520873**

Mailing Address	Business Address
ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830	ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830 203-661-6601

FR Midstream Holdings LLC

CIK: **1501490** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520871**

Mailing Address	Business Address
ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830	ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH CT 06830

Crestwood Holdings Partners, LLC

CIK:**1501961** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520869**

Mailing Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002*

203-661-6601
Business Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002
832-519-2200*

Crestwood Holdings LLC

CIK:**1501962** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520867**

Mailing Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002*

Business Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002
832-519-2200*

Crestwood Holdings II LLC

CIK:**1501963** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520868**

Mailing Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002*

Business Address
*717 TEXAS AVENUE
SUITE 3150
HOUSTON TX 77002
832-519-2200*

FR XI CMP Holdings LLC

CIK:**1501964** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33631** | Film No.: **13520870**

Mailing Address
*ONE LAFAYETTE PLACE
GREENWICH CT 06830*

Business Address
*ONE LAFAYETTE PLACE
GREENWICH CT 06830
203-661-6601*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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 First Reserve GP XI, Inc.			2. Issuer Name and Ticker or Trading Symbol Crestwood Midstream Partners LP [CMLP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) 01/08/2013					
C/O FRC FOUNDERS CORPORATION, ONE LAFAYETTE PLACE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
GREENWICH, CT 06830								
(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)			

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				
Class D Units representing limited partner interests	(1)	01/08/2013		P		6,190,469	03/01/2014	(1)	Common Units	6,190,469	\$20.4	6,190,469	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Reserve GP XI, Inc. C/O FRC FOUNDERS CORPORATION ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		

First Reserve GP XI, L.P. C/O FRC FOUNDERS CORP ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
MACAULAY WILLIAM E C/O FRC FOUNDERS CORP ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FR Midstream Holdings LLC C/O FRC FOUNDERS CORP ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FR XI CMP Holdings LLC C/O FRC FOUNDERS CORP ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
Crestwood Holdings Partners, LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002		X		
Crestwood Holdings II LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002		X		
Crestwood Holdings LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002		X		
Crestwood Gas Services Holdings LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002		X		

Explanation of Responses:

- The Class D Units automatically convert into common units of the Issuer on a one-for-one basis on March 1, 2014. The Class D Units have no expiration date.
- The 6,190,469 Class D Units are owned directly by Crestwood Gas Services Holdings LLC, whose sole member is Crestwood Holdings LLC, who sole member is Crestwood Holdings II LLC, whose sole member is Crestwood Holdings Partners, LLC, whose controlling member is FR XI CMP Holdings LLC, whose sole member is FR Midstream Holdings LLC, whose managing member is First Reserve GP XI, L.P., whose general partner is First Reserve GP XI, Inc. William E. Macaulay is a director of First Reserve GP XI, Inc. and has the right to appoint a majority of the board of directors of First Reserve GP XI, Inc.

Signatures

/s/ Michael France, Managing Director for First Reserve GP XI, Inc.	01/09/2013
Anne E. Gold, Attorney-in-Fact for William E. Macaulay	01/09/2013
Michael France, Managing Director for First Reserve GP XI, Inc. the General Partner of First Reserve GP XI, L.P.	01/09/2013
Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC	01/09/2013
Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC, the Managing Member of FR XI CMP Holdings LLC	01/09/2013
William G. Manias, Senior Vice President for Crestwood Holdings Partners, LLC	01/09/2013
William G. Manias, Senior Vice President for Crestwood Holdings II LLC	01/09/2013
William G. Manias, Senior Vice President for Crestwood Holdings LLC	01/09/2013
William G. Manias, Senior Vice President for Crestwood Gas Services Holdings LLC	01/09/2013
** Signature of Reporting Person	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.