

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**  
SEC Accession No. [0001181431-13-002843](#)

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### REPORTING OWNER

#### Roane Kyle N

CIK: **1541605**

Type: **4** | Act: **34** | File No.: **001-35364** | Film No.: **13523476**

Mailing Address

1301 MCKINNEY

SUITE 2100

HOUSTON TX 77010

### ISSUER

#### Memorial Production Partners LP

CIK: **1521847** | IRS No.: **900726667** | State of Incorp.: **DE** | Fiscal Year End: **1231**

SIC: **1311** Crude petroleum & natural gas

Mailing Address

1301 MCKINNEY

SUITE 2100

HOUSTON TX 77010

Business Address

1301 MCKINNEY

SUITE 2100

HOUSTON TX 77010

713-588-8300

# 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  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

## 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<br><b>Roane Kyle N</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Memorial Production Partners LP</b><br>[MEMP] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>General Counsel &amp; Corp. Sec.</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/09/2013</b>                           |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |  |
| 1301 MCKINNEY, SUITE 2100                                      |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)  |  |  |  |  |  |
| (Street)<br><b>HOUSTON, TX 77010</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 representing limited partner interests | 01/09/2013                           |  | A                              |   | 852 (1)   | A          | \$ 0  | 5,957   | 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) |   | 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) |   |  |  |  |  |

### Explanation of Responses:

- Represents 852 restricted common units awarded to Mr. Roane on January 9, 2013. Such units vest in substantially equal one-third (1/3) increments on each of January 9, 2014, January 9, 2015, and January 9, 2016.

## Remarks:

The reporting person is the General Counsel and Corporate Secretary of Memorial Production Partners GP LLC, the general partner of the registrant.

### Signatures

/s/ Kyle N. Roane

\*\* Signature of Reporting Person

01/10/2013

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.**