

PHILLIPS 66 PARTNERS LP

Form 4

June 29, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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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 \*  
Taylor Timothy Garth2. Issuer Name and Ticker or Trading  
Symbol  
PHILLIPS 66 PARTNERS LP  
[PSXP]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
3010 BRIARPARK DRIVE  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
06/27/2016☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

HOUSTON, TX 77042

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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)
Common Units (Limited Partner Interests)	06/27/2016		J <sup>(1)</sup>	3,807.2592 <sup>(1)</sup>	A \$ 52.57	50,000 <sup>(2)</sup>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**SEC 1474  
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Timothy Garth 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X		President	

## Signatures

Michael L. Riggs, Attorney-in-Fact (By Power of Attorney filed with the Commission on July 22, 2013)

06/29/2016

\_\_Signature of Reporting Person

Date

## 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).

- On June 27, 2016, in connection with the termination of the Sharon K. Taylor 2014 Grantor Retained Annuity Trust and the Timothy G. Taylor 2014 Grantor Retained Annuity Trust with respect to which the reporting person serves as trustee and annuitant (each, a "GRAT", and together, the "GRATS"), and pursuant to the terms of the GRATS, the reporting person deposited \$100,073.81 in cash into each GRAT, reflecting the appreciation in value of the Issuer units held in each GRAT during its two-year term, and in exchange therefor received 1,903.6296 units from each GRAT.
- (1) and together, the "GRATS"), and pursuant to the terms of the GRATS, the reporting person deposited \$100,073.81 in cash into each GRAT, reflecting the appreciation in value of the Issuer units held in each GRAT during its two-year term, and in exchange therefor received 1,903.6296 units from each GRAT.
- (2) The 3,807.2592 units were previously held by the reporting person indirectly through the GRATS and are now held directly by the reporting person.

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

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