

Edgar Filing: Constellation Energy Partners LLC - Form 4

Constellation Energy Partners LLC
Form 4
August 10, 2011

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**CONSTELLATION ENERGY
GROUP INC**

(Last) (First) (Middle)

100 CONSTELLATION WAY

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Constellation Energy Partners LLC
[CEP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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 representing Class B LLC interests	08/08/2011		S	3,128,670	D (1) 2,790,224	I	See Footnote (1)
Units representing Class A LLC interests	08/08/2011		S	485,065	D (1) 0	I	See Footnote (1)

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

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SEC 1474
(9-02)

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 Repor 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
CONSTELLATION ENERGY GROUP INC 100 CONSTELLATION WAY BALTIMORE, MD 21202	X
Constellation Energy Partners Holdings, LLC 100 CONSTELLATION WAY BALTIMORE, MD 21202	X

Signatures

/s/ Sean J. Klein, Assistant Secretary for Constellation Energy Group, Inc. 08/10/2011
 **Signature of Reporting Person Date

/s/ Randall D. Osteen, Assistant Secretary for Constellation Energy Partners Holdings, LLC 08/10/2011
 **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).
- (1) The reported securities are held by Constellation Energy Partners Management, LLC ("CEPM"). Constellation Energy Group, Inc. indirectly owned 100% of CEPM through its ownership of Constellation Energy Partners Holdings, LLC ("CEPH"). On August 8, 2011, CEPH sold to PostRock Energy Corporation ("PostRock") its interest in CEPM, which, at the time, owned 3,128,670 Class B common units and 485,065 Class A units. The consideration received for the interest in CEPM consisted of \$6.6 million of cash, one million shares

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of PostRock common stock and warrants to acquire an additional 673,822 shares of PostRock common stock.

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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