

MPLX LP
Form 4
December 08, 2015

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

OMB APPROVAL

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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 *
SEMPLER FRANK M

(Last) (First) (Middle)

C/O MPLX LP, 200 E. HARDIN STREET

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MPLX LP [MPLX]

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Units (Limited Partner Interests)	12/04/2015		A		284,565 <u>(1)</u>	A	(2) 284,565	D	
Common Units (Limited Partner Interests)	12/04/2015		A		164,312 <u>(3)</u>	A	(2) 164,312	I	Frank M Semple Revocable Trust
Common Units	12/04/2015		A		111,180 <u>(4)</u>	A	(2) 111,180	I	Robin Y Semple

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(Limited Partner Interests)									2012 Dynasty Trust
Common Units (Limited Partner Interests)	12/04/2015	A	102,460 ⁽⁵⁾	A	2	102,460	I		Frank M Semple Dynasty Trust
Common Units (Limited Partner Interests)	12/04/2015	A	48,777 ⁽⁶⁾	A	2	48,777	I		EK Holdings LLC

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 displays a currently valid OMB control number.

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(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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEMPLER FRANK M C/O MPLX LP 200 E. HARDIN STREET FINDLAY, OH 45840	X		Vice Chairman	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Frank M.
Semple

12/08/2015

__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) Received in exchange for 261,069 MarkWest Energy Partners, L.P. ("MarkWest") common units, including converted phantom units, in connection with the merger of Sapphire Holdco LLC, a wholly owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The Merger consideration for this transaction was 1.09 Issuer common units plus \$6.20 in cash per MarkWest common unit or phantom unit converted in connection with the Merger, with cash paid in lieu of fractional units.

(2) On the effective date of the Merger, the closing price of the Issuer's common units was \$30.83 per unit.

(3) Received in exchange for 150,745 MarkWest Energy Partners, L.P. ("MarkWest") common units in connection with the merger of Sapphire Holdco LLC, a wholly owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The Merger consideration for this transaction was 1.09 Issuer common units plus \$6.20 in cash per MarkWest common unit or phantom unit converted in connection with the Merger, with cash paid in lieu of fractional units.

(4) Received in exchange for 102,000 MarkWest Energy Partners, L.P. ("MarkWest") common units in connection with the merger of Sapphire Holdco LLC, a wholly owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The Merger consideration for this transaction was 1.09 Issuer common units plus \$6.20 in cash per MarkWest common unit or phantom unit converted in connection with the Merger, with cash paid in lieu of fractional units.

(5) Received in exchange for 94,000 MarkWest Energy Partners, L.P. ("MarkWest") common units in connection with the merger of Sapphire Holdco LLC, a wholly owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The Merger consideration for this transaction was 1.09 Issuer common units plus \$6.20 in cash per MarkWest common unit or phantom unit converted in connection with the Merger, with cash paid in lieu of fractional units.

(6) Received in exchange for 44,750 MarkWest Energy Partners, L.P. ("MarkWest") common units in connection with the merger of Sapphire Holdco LLC, a wholly owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The Merger consideration for this transaction was 1.09 Issuer common units plus \$6.20 in cash per MarkWest common unit or phantom unit converted in connection with the Merger, with cash paid in lieu of fractional units.

Remarks:

The Reporting Person is a Director and the Vice Chairman of MPLX GP LLC, the general partner of the Issuer. The Issuer is

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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