

Sutcliffe Robert J
Form 4
May 31, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutcliffe Robert J

2. Issuer Name and Ticker or Trading Symbol
Cheniere Energy Partners, L.P.
[CQP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

700 MILAM ST., SUITE 800

05/29/2012

(Street)

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

HOUSTON, TX 77002

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Units Representing Limited Partner Interests | 05/29/2012 | | M | | 750 | A | ① 750 |
| Units Representing Limited Partner Interests | 05/29/2012 | | D | | 750 | D | \$ 23.44 0 |
| Units Representing | 05/29/2012 | | M | | 750 | A | ② 750 |

Limited
Partner
Interests

Units
Representing
Limited
Partner
Interests

05/29/2012 D 750 D \$ 23.44 0 D

Units
Representing
Limited
Partner
Interests

05/29/2012 M 750 A (3) 750 D

Units
Representing
Limited
Partner
Interests

05/29/2012 D 750 D \$ 23.44 0 D

Units
Representing
Limited
Partner
Interests

05/29/2012 M 750 A (4) 750 D

Units
Representing
Limited
Partner
Interests

05/29/2012 D 750 D \$ 23.44 0 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 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nu |

| PHANTOM UNITS | (1) | 05/29/2012 | M | 750 | 05/29/2012 | 05/29/2012 | COMMON UNITS |
|---------------|-----|------------|---|-------|------------|------------|--------------|
| PHANTOM UNITS | (2) | 05/29/2012 | M | 750 | 05/29/2012 | 05/29/2012 | COMMON UNITS |
| PHANTOM UNITS | (3) | 05/29/2012 | M | 750 | 05/29/2012 | 05/29/2012 | COMMON UNITS |
| PHANTOM UNITS | (4) | 05/29/2012 | M | 750 | 05/29/2012 | 05/29/2012 | COMMON UNITS |
| PHANTOM UNITS | (5) | 05/29/2012 | A | 3,000 | (6) | (6) | COMMON UNITS |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutcliffe Robert J 700 MILAM ST. SUITE 800 HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Cara E. Carlson under POA by Robert J. Sutcliffe

05/31/2012

__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) On 05/29/08, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/12, the fourth anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(2) On 05/29/09, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/12, the third anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(3) On 05/29/10, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/12, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(4) On 05/29/11, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/12, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(5) On 05/29/12, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.

(6) The phantom units vest, and are payable in cash, twenty-five percent on each of the first, second, third and fourth anniversaries of the grant date.

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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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