Griffis David L. Form 4 June 08, 2012

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 ** Griffis David L. |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Oiltanking Partners, L.P. [OILT] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|---|----------|----------|---|--|--|--|
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction   | (Check all applicable)   |  |  |
| 15631 JACINTOPORT BLVD.                                     |          |          | (Month/Day/Year)<br>06/07/2012  | X Director 10% Owner Officer (give title below) below) Director                                      |  |  |
|   | (Street) |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |
| HOUSTON, TX 77015   |          |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)  | (State)  | (Zin)    |   |  |  |  |

| (City)                 | (State)                                 | Table Table                   | e I - Non-D      | erivative  | Secur | ities Acq  | uired, Disposed o               | f, or Beneficial           | ly Owned              |
|------------------------|---|-------------------------------|------------------|------------|-------|------------|---------------------------------|----------------------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year)    | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securi  |       |            | 5. Amount of Securities         | 6. Ownership Form: Direct  | 7. Nature of Indirect |
| (Instr. 3)             | ( · · · · · · · · · · · · · · · · · · · | any                           | Code             | (Instr. 3, |       | ` ′        | Beneficially                    | (D) or                     | Beneficial            |
|                        |   | (Month/Day/Year)              | (Instr. 8)       |            |       |            | Owned<br>Following              | Indirect (I)<br>(Instr. 4) | Ownership (Instr. 4)  |
|                        |   |                               |                  |            | (A)   |            | Reported                        | ,                          | ,                     |
|                        |   |                               |                  |            | or    |            | Transaction(s) (Instr. 3 and 4) |                            |                       |
| Common                 |   |                               | Code V           | Amount     | (D)   | Price      | (moure and 1)                   |                            |                       |
| Common Units           | 06/07/2012                              |                               | P(1)             | 125        | A     | э<br>31.76 | 7,187                           | D                          |                       |

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)

#### Edgar Filing: Griffis David L. - Form 4

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc |            | 7. Title |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate        | Amour    |          | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Underl   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securit  | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |            | (Instr.  | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |            |          |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |            |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |          |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |            |          |          |             |        |
|             |             |                     |                    |            | , )        |               |            |          |          |             |        |
|             |             |                     |                    |            |            |               |            |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       | Title    | Number   |             |        |
|             |             |                     |                    |            |            | LACICISABLE   | Date       |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |          | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address               | Relationships |           |          |       |  |  |  |
|--|---------------|-----------|----------|-------|--|--|--|
| Treporting of their reality reality          | Director      | 10% Owner | Officer  | Other |  |  |  |
| Griffis David L.                             |               |           |          |       |  |  |  |
| 15631 JACINTOPORT BLVD.<br>HOUSTON, TX 77015 | X             |           | Director |       |  |  |  |

## **Signatures**

/s/ Donna Hymel, as attorney-in-fact 06/08/2012

\*\*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) The transaction reported on this Form 4 was executed pursuant to a unit purchase plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2