

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
Expires: November 30,
2011
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person * SemGroup Corp	2. Date of Event Requiring Statement (MM/DD/YYYY) 12/8/2011	3. Issuer Name and Ticker or Trading Symbol Rose Rock Midstream, L.P. [RRMS]
(Last) (First) (Middle) 6120 S. YALE AVE., STE. 700	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) TULSA, OK 74136-4216	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partner interests	0 (1) (2)	I	See footnotes (1) (2)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Subordinated Units representing limited partner interests	(3)	(3)	Common Units	0 (1) (2)	\$0	I	See footnotes (1) (2)

Explanation of Responses:

- (1) This Form 3 is being filed jointly by SemGroup Corporation ("SemGroup"), Rose Rock Midstream Holdings, LLC ("Holdings") and Rose Rock Midstream Corporation ("RRMC") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (File No. 333-176260) (the "Registration Statement"). SemGroup directly owns 100% of the outstanding membership interests of Holdings. Holdings directly owns 100% of the issued and outstanding shares of common stock of RRMC. SemGroup may therefore be deemed to beneficially own securities of the Issuer owned directly by Holdings and RRMC and Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by RRMC.

- (2) As of December 8, 2011, Holdings owns a 97% limited partner interest in the Issuer and RRMC owns a 1% limited partner interest in the Issuer.
- (3) The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the subordination period described in the Registration Statement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemGroup Corp 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216		X		
Rose Rock Midstream Holdings, LLC 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216		X		
Rose Rock Midstream Corp 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216		X		

Signatures

Candice L. Cheeseman, Secretary and General Counsel of SemGroup Corporation

12/8/2011

** Signature of Reporting Person

Date

Candice L. Cheeseman, Secretary and General Counsel of Rose Rose Midstream Holdings, LLC

12/8/2011

** Signature of Reporting Person

Date

Candice L. Cheeseman, Secretary and General Counsel of Rose Rock Midstream Corporation

12/8/2011

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

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.