

ENLINK MIDSTREAM PARTNERS, LP

Reported by
DEVON ENERGY CORP /OK/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/28/15 for the Period Ending 05/27/15

Address	2501 CEDAR SPRINGS RD. DALLAS, TX 75201
Telephone	214-953-9500
CIK	0001179060
Symbol	ENLK
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

- (3) (continued from Footnote 2) which is the holder of 100% of the outstanding common stock of EMI and 100% of the outstanding common stock of Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI and Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by EMI and Acacia in excess of its pecuniary interests therein.
- (4) On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia, pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Units"). Each Class E Unit will automatically convert into one Common Unit on a one-to-one basis on the first business day following the record date for distribution payments with respect to the distribution of the quarter ended June 30, 2015 and has no expiration date.
- (5) The Class E Common Units are owned directly by Acacia. Due to the relationships discussed in Footnotes (1), (2) and (3), Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Class E Common Units owned by Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Class E Common Units owned by Acacia in excess of its pecuniary interests therein.

Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the relationships described in Footnotes (1), (2) and (3), each of Devon, Devon OK and Devon Gas may be deemed a director by deputization.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		

Signatures

/s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation

5/28/2015

** Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Okla.)

5/28/2015

** Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation

5/28/2015

** 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 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).

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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