

REYNOLDS JOHN T
Form 4
November 18, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
REYNOLDS JOHN T

2. Issuer Name and Ticker or Trading Symbol
LRR Energy, L.P. [LRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Director by Deputization

(Last) (First) (Middle)
C/O LIME ROCK MANAGEMENT LP, 274 RIVERSIDE AVE., 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2011

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

WESTPORT, CT 06880

(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)
Common units representing limited partner interests	11/16/2011		A	893,030 (1)	A \$ 19 893,030 (1)	I (3) (4) (5)	See footnotes (3) (4) (5)
Common units representing limited partner	11/16/2011		A	296,082 (1)	A \$ 19 296,082 (1)	I (3) (4) (6)	See footnotes (3) (4) (6)

interests

Common
units
representing
limited
partner
interests

11/16/2011

A

5,060,488
(1)

A

\$ 19 5,060,488
(1)

I (3) (4) (7)

See
footnotes
(3) (4) (7)

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A	960,247 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Units 960,247
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A	318,368 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Units 318,368
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A	5,441,385 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Units 5,441,385

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

REYNOLDS JOHN T
C/O LIME ROCK MANAGEMENT LP
274 RIVERSIDE AVE., 3RD FLOOR
WESTPORT, CT 06880

X

Director by Deputization

Signatures

/s/ Kris Agarwal, as
attorney-in-fact

11/18/2011

**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).
Pursuant to the Purchase, Sale, Contribution, Conveyance and Assumption Agreement entered into by Lime Rock Resources A, L.P. ("LRR A"), Lime Rock Resources B, L.P. ("LRR B"), Lime Rock Resources C, L.P. ("LRR C," and together with LRR A and LRR B, the "LRR Entities"), LRE GP, LLC (the "General Partner"), LRR Energy, L.P. (the "Issuer"), and LRE Operating, LLC, the LRR Entities contributed certain assets to the Issuer and in exchange for such contribution, the LRR Entities received in the aggregate 6,249,600 common units and 6,720,000 subordinated units upon the closing of the Issuer's initial public offering on November 16, 2011.
- (1) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (No. 333-174017). The subordinated units do not expire.
- (2) The Reporting Person is one of two managers of LRR GP, LLC ("LRR GP"), which is the general partner of Lime Rock Resources GP, L.P. ("Lime Rock GP"), which is the sole member of each of Lime Rock Resources A GP, LLC ("LRR A GP") and Lime Rock Resources C GP, LLC ("LRR C GP"). LRR A GP is the general partner of LRR A, Lime Rock GP is the general partner of LRR B, and LRR C GP is the general partner of LRR C.
- (3) The Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP may be deemed to share voting and dispositive power over the reported securities. Each of the Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP disclaim beneficial ownership of any interests of the reported securities in excess of such person's or entity's respective pecuniary in the securities. This report shall not be deemed an admission that the Reporting Person, LRR GP, Lime Rock GP, LRR A GP or LRR C GP is the beneficial owner of such interests for purposes of Section 16 or for any other purpose.
- (4) Units owned by LRR A.
- (5) Units owned by LRR B.
- (6) Units owned by LRR C.
- (7)

Remarks:

The Reporting Person is one of two managers of Lime Rock Management GP, LLC, which is the general partner of Lime Rock

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. tyle="text-align:right;font-size:9pt;">1,257

APPLIED MATERIALS INC COMMON STOCK USD.01

1,349

BANK OF NEW YORK MELLON CORP COMMON STOCK USD.01

3,104

BECTON DICKINSON AND CO COMMON STOCK USD1.0

1,402

BECTON DICKINSON AND CO PREFERRED STOCK 05/20 6.125

385

BOEING CO/THE COMMON STOCK USD5.0

2,868

BRIGHTHOUSE FINANCIAL INC COMMON STOCK USD.01

1,157

CF INDUSTRIES HOLDINGS INC COMMON STOCK USD.01

1,910

CVS HEALTH CORP COMMON STOCK USD.01

1,276

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Explanation of Responses:

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Appendix of Schedule H - Schedule of Assets (Held at End of Year) Edison 401(k) Savings Plan
December 31, 2017

EIN: 95-1240335
Plan Number: 002

(a)(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) Current Value (in thousands)
T. Rowe Price	CANADIAN NATURAL RESOURCES COMMON STOCK	\$ 1,375
	CANADIAN PACIFIC RAILWAY LTD COMMON STOCK	1,264
	CARNIVAL CORP COMMON STOCK USD.01	1,229
	CISCO SYSTEMS INC COMMON STOCK USD.001	3,934
	CITIGROUP INC COMMON STOCK USD.01	4,422
	COMCAST CORP CLASS A COMMON STOCK USD.01	2,461
	DOWDUPONT INC COMMON STOCK USD.01	2,847
	EQT CORP COMMON STOCK	971
	EXELON CORP COMMON STOCK	1,994
	EXXON MOBIL CORP COMMON STOCK	3,790
	FIFTH THIRD BANCORP COMMON STOCK	4,013
	GENERAL ELECTRIC CO COMMON STOCK USD.06	882
	GENERAL MOTORS CO COMMON STOCK USD.01	397
	GILEAD SCIENCES INC COMMON STOCK USD.001	1,728
	HESS CORP COMMON STOCK USD1.0	1,804
	HOLOGIC INC COMMON STOCK USD.01	1,716
	ILLINOIS TOOL WORKS COMMON STOCK USD.01	2,219
	INTERNATIONAL PAPER CO COMMON STOCK USD1.0	2,310
	JPMORGAN CHASE + CO COMMON STOCK USD1.0	8,878
	JOHNSON + JOHNSON COMMON STOCK USD1.0	3,852
	KIMBERLY CLARK CORP COMMON STOCK USD1.25	2,015
	KOHL'S CORP COMMON STOCK USD.01	1,135
	LAS VEGAS SANDS CORP COMMON STOCK USD.001	1,199
	LOEWS CORP COMMON STOCK USD.01	2,293
	LOWE S COS INC COMMON STOCK USD.5	863
	MAGNA INTERNATIONAL INC COMMON STOCK	2,258
	MARSH + MCLENNAN COS COMMON STOCK USD1.0	2,208
	MATTEL INC COMMON STOCK USD1.0	949
	MERCK + CO. INC. COMMON STOCK USD.5	3,613
	METLIFE INC COMMON STOCK USD.01	2,629
	MICROSOFT CORP COMMON STOCK USD.00000625	6,598
	MORGAN STANLEY COMMON STOCK USD.01	4,434
	NEWS CORP CLASS A COMMON STOCK USD.01	1,336
	NEXTERA ENERGY INC PREFERRED STOCK 09/19 6.123	1,512
	OCCIDENTAL PETROLEUM CORP COMMON STOCK USD.2	2,597
	P G + E CORP COMMON STOCK	2,313
	PEPSICO INC COMMON STOCK USD.017	2,376
	PFIZER INC COMMON STOCK USD.05	3,844

Explanation of Responses:

PHILIP MORRIS INTERNATIONAL COMMON STOCK	3,309
QUALCOMM INC COMMON STOCK USD.0001	3,335

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Appendix of Schedule H - Schedule of Assets (Held at End of Year) Edison 401(k) Savings Plan
December 31, 2017

EIN: 95-1240335
Plan Number: 002

(a)(b)	(c)	(e) Current Value (in thousands)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	
T. Rowe Price	RAYTHEON COMPANY COMMON STOCK USD.01	\$ 1,223
	SOUTHERN CO/THE COMMON STOCK USD5.0	3,015
	SOUTHWEST AIRLINES CO COMMON STOCK USD1.0	2,664
	STERICYCLE INC COMMON STOCK USD.01	1,162
	STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	3,841
	TEXAS INSTRUMENTS INC COMMON STOCK USD1.0	1,840
	THERMO FISHER SCIENTIFIC INC COMMON STOCK USD1.0	904
	TOTAL SA SPON ADR ADR	4,523
	TRANSCANADA CORP COMMON STOCK	1,697
	TWENTY FIRST CENTURY FOX B COMMON STOCK USD.01	3,466
	TYSON FOODS INC CL A COMMON STOCK USD.1	4,729
	US BANCORP COMMON STOCK USD.01	2,969
	UNITED PARCEL SERVICE CL B COMMON STOCK USD.01	1,680
	UNITED TECHNOLOGIES CORP COMMON STOCK USD1.0	2,147
	VERIZON COMMUNICATIONS INC COMMON STOCK USD.1	3,535
	VULCAN MATERIALS CO COMMON STOCK USD1.0	1,447
	WALMART INC COMMON STOCK USD.1	3,175
	WELLS FARGO + CO COMMON STOCK USD1.666	6,298
	WESTAR ENERGY INC COMMON STOCK USD5.0	1,689
	WEYERHAEUSER CO REIT USD1.25	1,721
	BUNGE LTD COMMON STOCK USD.01	2,040
	INVESCO LTD COMMON STOCK USD.2	735
	JOHNSON CONTROLS INTERNATION COMMON STOCK USD.01	2,682
	MEDTRONIC PLC COMMON STOCK USD.1	3,455
	PERRIGO CO PLC COMMON STOCK EUR.001	1,813
	XL GROUP LTD COMMON STOCK	1,469
	CHUBB LTD COMMON STOCK	2,192
	TE CONNECTIVITY LTD COMMON STOCK CHF.57	2,084
	Total T. Rowe Price	\$ 196,937
	Grand Total	\$ 761,518

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

EXHIBIT INDEX

Exhibit No. Description

23 Consent of Independent Registered Public Accounting Firm

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2018

EDISON 401 (K) SAVINGS PLAN

By: /s/ Jacqueline Trapp

Jacqueline Trapp

Chair of the Southern California Edison Company

Benefits Committee

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