

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Topper Joseph V. Jr.</u>  (Last) (First) (Middle) 702 WEST HAMILTON STREET SUITE 203  (Street) ALLENTOWN PA 18101  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lehigh Gas Partners LP [ LGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/30/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Units	10/30/2012		A		27,067	A	(1)	27,067	D		
Common Units	10/30/2012		A		9,173.4	A	(1)	9,173.4	I	By spouse <sup>(2)</sup>	
Common Units	10/30/2012		A		500,005	A	(1)	500,005	I	By Energy Realty Partners LLC	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subordinated Units	\$0	10/30/2012		A		22,451		(3)	(3)	Common Units	22,451	(1)	22,451	D	
Subordinated Units	\$0	10/30/2012		A		92,362.7		(3)	(3)	Common Units	92,362.7	(1)	92,362.7	I	By spouse <sup>(2)</sup>
Subordinated Units	\$0	10/30/2012		A		672,853.5		(3)	(3)	Common Units	672,853.5	(1)	672,853.5	I	By multiple wholly owned entities <sup>(4)</sup>
Subordinated Units	\$0	10/30/2012		A		1,278,389.2		(3)	(3)	Common Units	1,278,389.2	(1)	1,278,389.2	I	By Energy Realty Partners LLC
Subordinated Units	\$0	10/30/2012		A		2,142,109.8		(3)	(3)	Common Units	2,142,109.8	(1)	2,142,109.8	I	By Lehigh Gas Corporation
Subordinated Units	\$0	10/30/2012		A		1,420,563.4		(3)	(3)	Common Units	1,420,563.4	(1)	1,420,563.4	I	By Kimber Petroleum Corporation
Subordinated Units	\$0	10/30/2012		A		1,025,388.5		(3)	(3)	Common Units	1,025,388.5	(1)	1,025,388.5	I	By JVT-JMG EROP Holdings LP

**Explanation of Responses:**

- These Common Units and Subordinated Units were acquired pursuant to the Merger, Contribution, Conveyance and Assumption Agreement, dated October 30, 2012, entered into in connection with the closing of the Issuer's initial public offering.
- The Reporting Person may be deemed to beneficially own Common Units and Subordinated Units beneficially owned by his spouse either directly or indirectly through MMSC -2- EROP Holdings, LLC and Energy Realty Partners LLC. The Reporting Person disclaims beneficial ownership of these Common Units and Subordinated Units except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of all of these Common Units and Subordinated Units for purposes of Section 16 or for any other purpose.
- The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the "Subordination Period" (as defined in the Issuer's First Amended and Restated Agreement of Limited Partnership, which was attached as Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC by the Issuer on October 30, 2012).
- The Reporting Person beneficially owns these Subordinated Units through the following entities (in which the Reporting Person owns a 100% interest directly or indirectly): Blount Real Estate - EROP Holdings, LLC; JTPH - EROP Holdings, LLC; JTNY - EROP Holdings, LLC; JTSJ - EROP Holdings, LLC; JVK Topper - EROP Holdings, LLC; and Topper Petroleum - EROP Holdings, LLC.

/s/ Karen G. Yeakel, as Attorney-in-Fact 10/31/2012

\*\* 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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