

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

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

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Macerato Frank M.</u> <hr/> (Last) (First) (Middle) 702 W. HAMILTON STREET SUITE 203 <hr/> (Street) ALLENTOWN PA 18101 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) GC, Secy & CCO | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/14/2014 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | | | |

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 | 03/15/2014 | | M | | 1,008 ⁽¹⁾ | A | \$0.00 ⁽¹⁾ | 2,258 | D | |

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 | | | | |
| Phantom Units | \$0.00 | 03/15/2014 | | M | | | 1,604 ⁽²⁾ | (2) | (2) | Common Units | 0 | \$0.00 | 3,254 | D | |
| Phantom Units | \$0.00 | 03/14/2014 | | A | | | 1,222 ⁽³⁾⁽⁴⁾ | (3)(4) | (3)(4) | Common Units | 0 | \$0.00 | 1,222 | D | |

Explanation of Responses:

- These common units were acquired as a result of the conversion of phantom units issued in March 2013 which vested on March 15, 2014, less any common units withheld for payment of applicable withholding taxes. Each phantom unit is the economic equivalent of one common unit.
- The phantom units vested on March 15, 2014.
- Phantom units will vest 33% on March 15, 2015, 33% on March 15, 2016, and 34% on March 15, 2017, and, when vested, can be converted into either cash or common units, at the discretion of the Issuer. Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Lehigh Gas Partners LP.
- Represents phantom units under the Lehigh Gas Partners LP 2012 Incentive Plan issued to the reporting person in connection with the Issuer's annual incentive program. The number of phantom units issued was based on the value of the award to the reporting person (less any cash received) and closing price (\$26.89) of the Issuer's common units on March 13, 2014, the date prior to the grant date.

Remarks:

Kadryn E. Lattig, Attorney-in-Fact 03/18/2014

** 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.

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 Number.