

MID-CON ENERGY PARTNERS, LP

Reported by
COLYER WILKIE SCHELL JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/08/17 for the Period Ending 02/28/17

Address	2431 E. 61ST STREET SUITE 850 TULSA, OK 74136
Telephone	918-743-7575
CIK	0001527709
Symbol	MCEP
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Colyer Wilkie Schell Jr			Mid-Con Energy Partners, LP [MCEP]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
2431 E 61ST STREET, SUITE 850			2/28/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
TULSA, OK 74136						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 representing limited partner interests	2/28/2017		A		4000	(1)	A	\$2.77	4000	D

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class A Convertible Preferred Units	\$2.15							2/11/2017	8/11/2021	Common Units Representing Limited Partner Interests	23256	23256	I	By Goff MCEP Holdings, LLC (2)
Class A Convertible Preferred Units	\$2.15							2/11/2017	8/11/2021	Common Units Representing Limited Partner Interests	92023	92023	I	By Goff MCEP Holdings, LLC (3)

Explanation of Responses:

- Common units awarded to Mr. Colyer pursuant to the Mid-Con Energy Partners, LP Long-Term Incentive Program.
- These Class A Convertible Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP) but are held for the benefit of Mr. Colyer pursuant to an understanding between Mr. Colyer and Goff MCEP. Mr. Colyer is a principal of Goff Capital, Inc. (Goff Capital) which is the manager of Goff MCEP. Mr. Colyer and Goff Capital each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- These Class A Convertible Preferred Units are held directly by Goff MCEP but are held for the benefit of Colyer Interests, LLC (Colyer Interests), of which Mr. Colyer is the Managing Member, pursuant to an understanding between Colyer Interests and Goff MCEP. Mr. Colyer is a principal of Goff Capital which is the manager of Goff MCEP. Mr. Colyer, Goff Capital and Colyer Interests each disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colyer Wilkie Schell Jr 2431 E 61ST STREET SUITE 850 TULSA, OK 74136	X			

Signatures

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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