PetroLogistics LP Form 5 January 16, 2014

## FORM 5

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Rice Richard Symbol PetroLogistics LP [PDH] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner \_ Officer (give title X Other (specify 12/31/2013 below) below) 600 TRAVIS STREET, SUITE SVP, Gen. Counsel & Corp. Sec 3250 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HOUSTON, TXÂ 77002 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any nership tr. 4)

		(Month/Day/Year)	(Instr. 8)	Amount	(A) or (D)	Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	Owne (Instr
Common Units representing limited partner interests	02/26/2013	Â	L	30	A	\$ 14.48	221,412	D	Â
Common Units	05/14/2013	Â	L	83	A	\$ 12.83	221,495	D	Â

representing limited partner interests								
Common Units representing limited partner interests	08/14/2013	Â	L	41	A	\$ 12.3 221,536	D	Â
Common Units representing limited partner interests	11/14/2013	Â	L	61	A	\$ 201,556 12.56	D	Â

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 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
					(A) (D)				Shares		
					(A) $(D)$				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
	Director	10% Owner	Officer	Other		
Rice Richard 600 TRAVIS STREET SUITE 3250 HOUSTON, TX 77002	Â	Â	SVP, Gen. Counsel & Corp. Sec	Â		

Reporting Owners 2

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### **Signatures**

/s/ Richard Rice 01/16/2014

\*\*Signature of Date
Reporting Person

# **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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Signatures 3