(Print or Type Responses)

Check this box if no longer	
subject to Section 16. Form	
4 or Form 5 obligations may	y
continue. See Instruction	1
1(b)	

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

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

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)

				ol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director			
,	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2017						X Officer (give title below) Other (specify below) See Remarks		
4.	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		
(Zip)		Table I	- Non	-Derivative	e Securiti	uired, Disposed of, or Beneficially Owned			
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) or Disposed of (D) (Instr. 3, 4 and 5)		ed (A) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
04/15/2017		F		1,318 <mark>(1)</mark>	D	\$ 32.43	36,160 ⁽²⁾	D	
04/15/2017		А			А	\$ 0	53,274 ⁽²⁾	D	
	(Zip) 2. Transaction Date (Month/Day/Yr) 04/15/2017	Antero Midstream Pa fiddle) 3. Date of Earliest Transe 04/15/2017 (Zip) 4. If Amendment, Date C 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 04/15/2017 94/15/2017	Antero Midstream Partners LP [A fiddle) 3. Date of Earliest Transaction (Month 04/15/2017 4. If Amendment, Date Original Filed() (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8) Code 04/15/2017 F	Antero Midstream Partners LP [ÅM] fiddle) 3. Date of Earliest Transaction (Month/Day/Y) 04/15/2017 4. If Amendment, Date Original Filed(Month/Day/Y) (Zip) Table I - Non 2. Transaction 2A. Deemed Date 3. Transaction Date, if (Month/Day/Year) (Month/Day/Year) 04/15/2017 F 04/15/2017 A	fiddle) 3. Date of Earliest Transaction (Month/Day/Year) 04/15/2017 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 04/15/2017 04/15/2017 04/15/2017 10 04/15/2017	Antero Midstream Partners LP [AM] fiddle) 3. Date of Earliest Transaction (Month/Day/Year) $04/15/2017$ 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securiti 2. Transaction 2A. Deemed Date Execution Date, if (Month/Day/Year) 3. Transaction 04/15/2017 2A. Deemed Execution Date, if Month/Day/Year) Code V Amount (A) or 04/15/2017 F 1,318 (L) 04/15/2017 A 17,114	Antero Midstream Partners LP [ÅM] fiddle) 3. Date of Earliest Transaction (Month/Day/Year) $04/15/2017$ 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (Month/Day/Year) 2A. Deemed Execution Date, if Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 04/15/2017 F 1,318 (L) D \$ 32.43 04/15/2017 A 17,114 5. 0	Antero Midstream Partners LP [AM] Director Check all applicable fiddle) 3. Date of Earliest Transaction (Month/Day/Year) Director Officer (give title below) 0/15/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Li Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Zip) Table I - Non-Derivative Securities Acquired (A) Date (Month/Day/Year) 5. Amount of Securities Beneficially Owned 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 3. Transaction Code (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reporting Person 04/15/2017 F 1,318 (fl) D S 32.43 36,160 (2) 04/15/2017 A 17,114 A S.0 52.274 (2)	Antero Midstream Partners LP [AM] Director (Check all applicable) fiddle) 3. Date of Earliest Transaction (Month/Day/Year) Director 0/15/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) (Month/Day/Year) 3. Transaction Code (Instr. 8) (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) F 04/15/2017 F 04/15/2017 F 04/15/2017 A 04/15/2017 A

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 SEC 1474 (9-02) are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	4. Transacti	on	5. Number	of	6. Date Exe	cisable	7. Titl	e and Amount of	8. Price of	9. Number of	10.	11. Nature
Security	or Exercise	Date	Execution Date, if	Code		Derivative	Securities	and Expirati	on Date	Under	lying Securities	Derivative	Derivative	Ownership	of Indirect
(Instr. 3)	Price of	(Month/Day/Year)	any	(Instr. 8)		Acquired (A	A) or	(Month/Day	/Year)	(Instr.	3 and 4)			Form of	Beneficial
	Derivative		(Month/Day/Year)			Disposed of	f (D)					(Instr. 5)	Beneficially	Derivative	Ownership
	Security					(Instr. 3, 4,	and 5)						Owned	Security:	(Instr. 4)
														Direct (D)	
								Date	Expiration	Title	Amount or Number of Shares		· · · · · · ·	or Indirect	1
								Exercisable	Date	Thie	Shares		Transaction(s)	· /	1
				Code	V	(A)	(D)						(Instr. 4)	(Instr. 4)	1

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Kennedy Michael N. 1615 WYNKOOP STREET DENVER, CO 80202			See Remarks						

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for Michael N. Kennedy	04/18/2017		
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).
- In connection with the vesting and settlement of phantom units through the issuance of common units representing limited partner interests in the Issuer ("Common Units") pursuant to a Phantom Unit Agreement and the Antero I (1) Incentive Plan, the Issuer withheld Common Units that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of Common Units withheld was determined based on the cl April 13, 2017

(2) Includes 33,359 Common Units subject to previously granted Phantom Unit Agreements that remain subject to vesting.

(3) Common Units subject to a Phantom Unit Agreement that vest in four equal installments on the first four anniversaries of the grant date.

Remarks:

The Issuer is a Delaware limited partnership, managed by the directors and officers of its general partner, Antero Midstream Partners GP LLC ("AMP GP"). Mr. Kennedy is the Chief Financial Offic Finance of AMP GP.

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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