

Olmstead Charles R.  
Form 4/A  
January 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Olmstead Charles R.

2. Issuer Name and Ticker or Trading Symbol  
Mid-Con Energy Partners, LP  
[MCEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2431 E. 61ST ST., SUITE 850  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

TULSA, OK 74136  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/19/2012

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)
Common units representing limited partner interests	12/18/2012 <sup>(1)</sup>		G	52,549 D	\$ 0 137,729	D	
Common units representing limited partner interests					500,000 <sup>(2)</sup>	I	By the Mardeen A. Olmstead Revocable Living

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 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olmstead Charles R. 2431 E. 61ST ST., SUITE 850 TULSA, OK 74136	X		Chief Executive Officer	

## Signatures

/s/ Jordan B. Edwards,  
Attorney-in-fact  
Date: 01/02/2013

\*\*Signature of 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).
- (1) This transaction was previously reported on that certain Form 4, filed on December 19, 2012 (the "Original Form 4"); however, through scrivener's error, the Original Form 4 erroneously reported that the Reporting Person possessed an indirect beneficial ownership interest in common units held by the Charles R. Olmstead 2011 Trust. This Form 4/A is being filed to amend the Original Form 4 in its entirety in order to remove any reference to such indirect beneficial ownership interest by the Reporting Person.
- (2) This holding was previously reported on the Original Form 4, but is restated for the purpose of amending the Original Form 4 in its entirety in order to remove any erroneous reference to the Reporting Person's indirect beneficial ownership interest in common units held

## Edgar Filing: Olmstead Charles R. - Form 4/A

by the Charles R. Olmstead 2011 Trust, as described in footnote 1 above.

- (3) The Reporting Person and his spouse each serve as a co-trustee of the Mardeen A. Olmstead Revocable Living Trust. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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