

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**

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* <u>Stillwell Robert L. Jr.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Memorial Production Partners LP [ MEMP ]</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) <u>VP &amp; Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>500 DALLAS STREET, SUITE 1600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77002</u>								
(City) (State) (Zip)								

**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			

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Phantom units</u>	<u>(1)(2)</u>	<u>06/14/2016</u>		<u>A</u>	<u>363,128</u>		<u>(1)(2)</u>	<u>(1)(2)</u>	<u>Common Units</u>	<u>363,128</u>	<u>\$0</u>	<u>363,128</u>	<u>D</u>	

**Explanation of Responses:**

- Each phantom unit awarded to the reporting person is the economic equivalent of one common unit representing a limited partner interest in the issuer ("Common Unit"). The phantom units awarded to the reporting person will vest in three equal annual installments beginning on the first anniversary of the grant. Award includes distribution equivalent rights pursuant to which the reporting person will receive a cash payment with respect to each phantom unit equal to any cash distribution paid by the issuer to a holder of a Common Unit.
- Upon vesting, the phantom units shall be settled through an amount of cash in a single lump sum payment equal to the product of (y) the closing price of the Common Units on the vesting date and (z) the number of such vested phantom units. In lieu of a cash payment, the Board of Directors of the general partner of the issuer, in its discretion, may elect for the reporting person to receive either a number of Common Units equal to the number of such vested phantom units or a combination of cash and Common Units.

**Remarks:**

The reporting person is the Vice President and Chief Financial Officer of Memorial Production Partners GP LLC, the general partner of the issuer.

/s/ Robert L. Stillwell, Jr. 06/16/2016

\*\* 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.