

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Oiltanking Holding Americas, Inc.</u> (Last) (First) (Middle) 333 CLAY STREET, SUITE 2400 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oiltanking Partners, L.P. [OILT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	10/01/2014		S		7,162,064 ⁽¹⁾⁽²⁾	D	(3)	0	D	
Common Units	10/01/2014		S		8,737,738 ⁽¹⁾⁽²⁾	D	(3)	0	I	See footnote ⁽¹⁾

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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Subordinated Units	(4)	10/01/2014		S		20,915,684 ⁽¹⁾⁽²⁾	(4)	(4)	Common Units	0	(3)	0	D	
Subordinated Units	(4)	10/01/2014		S		17,984,118 ⁽¹⁾⁽²⁾	(4)	(4)	Common Units	0	(3)	0	I	See footnote ⁽¹⁾

1. Name and Address of Reporting Person*
Oiltanking Holding Americas, Inc.
 (Last) (First) (Middle)
 333 CLAY STREET, SUITE 2400
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Oiltanking GmbH
 (Last) (First) (Middle)
 333 CLAY STREET, SUITE 2400
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Marquard & Bahls AG
 (Last) (First) (Middle)
 333 CLAY STREET, SUITE 2400
 (Street)
 HOUSTON TX
 (City) (State) (Zip)

(City)	(State)	(Zip)
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Explanation of Responses:

1. This Form 4 is jointly filed by Oiltanking Holding Americas, Inc. ("OTA"), Oiltanking GmbH ("GmbH") and Marquard & Bahls AG ("M&B"). OTA is a wholly owned subsidiary of GmbH, which is a wholly owned subsidiary of M&B. GmbH may be deemed to share beneficial ownership of OTA's interest in Oiltanking Partners, L.P., a Delaware limited partnership (the "Issuer"), through its ability to control OTA. M&B may be deemed to share beneficial ownership of OTA's interest in the Issuer through its ability to control GmbH. Prior to the Transaction described in Footnote 3, OTA held 7,162,064 Common Units and 20,915,684 Subordinated Units and OTB Holdco, LLC ("OTB Holdco"), a wholly owned subsidiary of OTA, held 8,737,738 Common Units and 17,984,118 Subordinated Units. OTA may be deemed to share beneficial ownership in OTB Holdco's interest in the Issuer through its ability to control OTB Holdco.
2. The amount of securities beneficially owned prior to the reported transaction has been adjusted to reflect a two-for-one split of the Common and Subordinated Units of the Issuer that became effective on July 14, 2014.
3. On October 1, 2014, Enterprise Products Partners, L.P., a Delaware limited partnership ("Enterprise") acquired all of the issued and outstanding interest in OTLP GP, LLC, a Delaware limited liability company and the general partner of the Issuer, and all of the Common Units and Subordinated Units of the Issuer held by OTA and OTB Holdco in exchange for \$2.21 billion of cash and the issuance of 54,807,352 common units representing limited partner interests in Enterprise, pursuant to a Contribution and Purchase Agreement, dated as of October 1, 2014, by and among Enterprise, OTA and OTB Holdco.
4. The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period.

Remarks:

The reporting persons' status as an insider terminated on October 1, 2014.

[/s/ Kenneth F. Owen, President
and CEO of Oiltanking Holding
Americas, Inc.](#) [10/01/2014](#)

[/s/ Claus-Georg Nette, authorized
signatory of Oiltanking GmbH](#) [10/01/2014](#)

[/s/ Claus-Georg Nette, authorized
signatory of Marquard & Bahls
AG.](#) [10/01/2014](#)

** 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.