

Cheniere Energy Partners, L.P.
Form 4
September 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
WILLIAMS WALTER L

2. Issuer Name and Ticker or Trading Symbol
Cheniere Energy Partners, L.P.
[CQP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

700 MILAM, SUITE 800

09/10/2011

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77002

(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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Units Representing Limited Partner Interests | 09/10/2011 | | M | 3,000 | A | 11 | 3,000 | D |
| Units Representing Limited Partner Interests | 09/10/2011 | | D | 3,000 | D | \$ 15.75 | 0 | D |
| Units Representing | 09/10/2011 | | M | 750 | A | 12 | 750 | D |

Limited
Partner
Interests

Units
Representing
Limited
Partner
Interests

09/10/2011 D 750 D \$ 15.75 0 D

Units
Representing
Limited
Partner
Interests

09/10/2011 M 750 A (3) 750 D

Units
Representing
Limited
partner
Interests

09/10/2011 D 750 D \$ 15.75 0 D

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.

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| PHANTOM UNITS | (1) | 09/10/2011 | | M | 3,000 | 09/10/2011 09/10/2011 | COMMON UNITS |
| PHANTOM UNITS | (2) | 09/10/2011 | | M | 750 | 09/10/2011 09/10/2011 | COMMON UNITS |
| PHANTOM UNITS | (3) | 09/10/2011 | | M | 750 | 09/10/2011 09/10/2011 | COMMON UNITS |
| PHANTOM UNITS | (4) | 09/10/2011 | | A | 3,000 | (5) (5) | COMMON UNITS |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS WALTER L 700 MILAM SUITE 800 HOUSTON, TX 77002 | X | | | |

Signatures

/S/ Cara E. Carlson under POA by Walter L.
Williams

09/23/2011

__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).

On 09/10/2008, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4.

(1) Twenty-five percent of this grant vested on 09/10/2011, the third anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

On 09/10/2009, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five

(2) percent of this grant vested on 09/10/2011, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

On 09/10/2010, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five

(3) percent of this grant vested on 09/10/2011, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.

(4) On 09/10/2011, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.

(5) The phantom units vest, and are payable in cash, 25% on each of the first, second, third and fourth anniversaries of the grant date.

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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