FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|
| | | |

| STATEMENT | OF CHA | NGES IN B | ENEFICIAL | OWNERSHIP |
|-----------|--------|-----------|-----------|-----------|

| | OMB APPROVAL | | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | |
| l | Estimated average burden | | | | | | | | |
| l | houre por roeponeo: | 0.5 | | | | | | | |

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

| (Last) 1100 LO SUITE 10 (Street) HOUSTO | (Fingham) (Fingh | STREET | (Middle) | | P [EPD] 3. Date of Earliest Tran 06/28/2013 | | | | cker or Trading Symbol PRODUCTS PARTNERS L Insaction (Month/Day/Year) of Original Filed (Month/Day/Year) | | | | | S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director | | | | | |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|------------------|-------------------------------------------------------------|----------------------------------------------------------|----------------------------------|------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------|--------------------------------------------------------------------|---------------------|------------------|
| (5.9) | (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) | | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | Indire Benef Owne | ficial ership | | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transactio (Instr. 3 ar | | | | (Instr. | . 4) |
| Common Units Representing Limited Partnership Interests 06/28/2 | | | 06/28/20 |)13 | 13 | | G ⁽¹⁾ | V | 76,369 | D | \$0.00 | 85,500 | | Г |) | | | | |
| Common Units Representing Limited Partnership Interests | | 06/28/2013 | | 3 | | G ⁽¹⁾ | v | 76,369 | A | \$0.00 | 76,3 | 76,369 | | I | | oh lings, | | | |
| Common Units Representing Limited Partnership Interests | | | | | | | | | | | | | 23 | 1 | I | | | Purdey lagement, | |
| Common Units Representing Limited Partnership Interests | | | | | | | | | | | | | | 305,5 | 506 | I | | | GeeGee lings, |
| | 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) | ivative urity or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | Transa Code (| | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instrand 5 | rities ired r osed) | Expira (Mont | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Amount or Number of Title Shares | | - | | | 10. Owners Form: Direct (or Indii (I) (Inst | ship (D) rect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Explanation of Responses:

- 1. The reporting person transferred these common units to Delph Holdings, LLC, a limited liability company ("Delph"). The reporting person and his spouse each own 50% of the outstanding membership interests of Purdey Management, LLC (the 1% managing member of Delph), and they each own 49.5% of the remaining outstanding membership interests of Delph.
- 2. The reporting person disclaims beneficial ownership of common units held by GeeGee Holdings, Ltd., except to the extent of his pecuniary interest therein.
- 3. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code G - Bona fide gift

/s/Wendi S. Bickett, Attorneyin-Fact on behalf of Ralph S. 07/02/2013

Cunningham

** 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.