

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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) 15631 JACINTOPOINT BLVD.  (Street) HOUSTON TX 77015  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/19/2011		A		3,581,032 <sup>(1)(2)</sup>	A	(2)	3,581,032	D	
Common Units	07/19/2011		A		4,368,869 <sup>(1)(3)</sup>	A	(3)	4,368,869	I	See Footnotes <sup>(1)(3)</sup>

**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	Title	Amount or Number of Shares				
Subordinated Units	(4)	07/19/2011		A		10,457,842 <sup>(1)(2)</sup>		(4)	(4)	Common Units	10,457,842	(2)	10,457,842 <sup>(1)(2)</sup>	D	
Subordinated Units	(4)	07/19/2011		A		8,992,059 <sup>(1)(3)</sup>		(4)	(4)	Common Units	8,992,059	(3)	8,992,059 <sup>(1)(3)</sup>	I	See Footnotes <sup>(1)(3)</sup>

1. Name and Address of Reporting Person\*  
Oiltanking Holding Americas, Inc.  
 (Last) (First) (Middle)  
 15631 JACINTOPOINT BLVD.  
 (Street)  
 HOUSTON TX 77015  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Oiltanking GmbH  
 (Last) (First) (Middle)  
 15631 JACINTOPOINT BLVD.  
 (Street)  
 HOUSTON TX 77015  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Marquard & Bahls AG  
 (Last) (First) (Middle)  
 15631 JACINTOPOINT BLVD.  
 (Street)  
 HOUSTON TX 77015  
 (City) (State) (Zip)

**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 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.

2. Pursuant to the Contribution, Conveyance and Assumption Agreement (the "Contribution Agreement") by and among the Issuer, OTLP GP, LLC, OTA, OTB Holdco, LLC ("OTB Holdco"), Oiltanking Beaumont GP, L.L.C., Oiltanking Beaumont Partners, L.P., OTB GP, LLC, Oiltanking Houston, L.P. and OTH GP, LLC, dated July 19, 2011, OTA received 3,581,032 Common Units and 10,457,842 Subordinated Units in connection with the closing of the Issuer's initial public offering.

3. Pursuant to the Contribution Agreement, OTB Holdco, LLC, a wholly owned subsidiary of OTA, received 4,368,869 Common Units and 8,992,059 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.

4. The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period as described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-173199).

[/s/ Carlin G. Conner, President of](#) [07/21/2011](#)  
[Oiltanking Holding Americas, Inc.](#)

[/s/ Rutger van Thiel, Managing](#) [07/21/2011](#)  
[Director of Oiltanking GmbH](#)

[/s/ Klaus-Dieter Fr?se, Director of](#)  
[Finance, and Santokh S. Advani,](#) [07/21/2011](#)  
[Head of Tax and Accounting of](#)  
[Marquard & Bahls AG](#)

\*\* 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.**