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

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 25, 2012

Oiltanking Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-35230
(Commission
File Number)

45-0684578
(IRS Employer
Identification No.)

**15631 Jacintoport Blvd.
Houston, Texas 77015**
(Address of principal executive offices) (Zip Code)

(281) 457-7900
(Registrants' telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On June 25, 2012, Rutger van Thiel notified Oiltanking Partners, L.P. (the “**Partnership**”) of his intention to resign as a member of the board of directors (the “**Board**”) of OTLP GP, LLC, the general partner of the Partnership (the “**General Partner**”), effective immediately. Mr. Thiel’s resignation coincided with his departure as the Managing Director of the Partnership’s foreign parent, Oiltanking GmbH, and is not related to any disagreement with the Partnership’s management or regarding any matter relating to the Partnership’s operations, policies or practices.

On June 25, 2012, Carlin Conner, the Chief Executive Officer of the General Partner, accepted the position of Managing Director of Oiltanking GmbH. On the same day, Mr. Conner notified the Partnership of his intention to resign from his position as Chief Executive Officer of the General Partner. Mr. Conner will remain the Chief Executive Officer of the General Partner until the Board, which is currently considering internal and external candidates, appoints his successor. Mr. Conner will continue to serve as the Chairman of the Board.

Oiltanking GmbH is the sole owner of Oiltanking Holding Americas, Inc., which owns and controls the General Partner of the Partnership. Oiltanking GmbH is a subsidiary of Marquard & Bahls AG, Germany, a privately owned company.

Item 7.01. Regulation FD Disclosure.

On June 26, 2012, the Partnership published a press release announcing the events described above, which is attached hereto as exhibit 99.1 and incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 is deemed to be furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated June 26, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Oiltanking Partners, L.P.

By: OTLP GP, LLC, its general partner

Dated: June 28, 2012

By: /s/ Carlin G. Conner

Name: Carlin G. Conner

Title: President and Chief Executive Officer



NEWS RELEASE

FOR IMMEDIATE RELEASE

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OILTANKING PARTNERS, L.P. ANNOUNCES EXECUTIVE MANAGEMENT CHANGES

HOUSTON – June 26, 2012 – Oiltanking Partners, L.P. (NYSE: OILT) (the “Partnership”) today announced that effective immediately, Carlin Conner, Chairman, President and Chief Executive Officer (CEO) of the Partnership’s general partner has assumed the additional role of Managing Director of Oiltanking GmbH and will join the Executive Board of Marquard & Bahls AG (“M&B”), the indirect owner of the Partnership’s general partner. Rutger van Thiel, the current Oiltanking GmbH Managing Director, will be leaving Oiltanking and will no longer serve as a director on the board of the Partnership's general partner.

“I am very pleased to have been given the additional role of Managing Director of Oiltanking GmbH,” said Carlin. “Our tremendous global asset footprint, coupled with an exceptionally talented and hard-working employee base, positions Oiltanking exceedingly well to capitalize on favorable long-term trends in our industry.”

Christian Flach, CEO of M&B, added, “Marquard and Bahls remains firmly committed to continuing to build and grow Oiltanking Partners, Oiltanking North America and Oiltanking GmbH globally. We are extremely encouraged by the growth prospects that Carlin and his management team have developed and accomplished over the past several years, both at the Partnership and at Oiltanking North America, and believe Carlin is the right individual to lead Oiltanking globally for the foreseeable future.”

Mr. Conner will continue to drive the Partnership's strategy and will remain as Chairman of the board of the general partner of the Partnership. He will also remain as CEO of the Partnership until the board appoints his successor. The board is considering both internal and external candidates for the CEO position and expects to announce a decision in the near future.

Oiltanking Partners is a master limited partnership engaged in independent storage and transportation of crude oil, refined petroleum products and liquefied petroleum gas. We provide our services to a variety of customers, including major integrated oil companies, distributors, marketers and chemical and petrochemical companies. Our assets are located along the Gulf Coast of the United States. For more information, visit www.oiltankingpartners.com.

Forward-Looking Statements

This press release contains forward-looking statements. These forward-looking statements reflect the Partnership's current expectations, opinions, views or beliefs with respect to future events, based on what it believes are reasonable assumptions. No assurance can be given, however, that these events will occur. Important factors that could cause actual results to differ from forward-looking statements include, but are not limited to: adverse economic or market conditions, changes in demand for the products that we handle or for our services, increased competition, changes in the availability and cost of capital, operating hazards and the effects of existing and future government regulations. These and other significant risks and uncertainties are described more fully in the Partnership's filings with the Securities and Exchange Commission (the "SEC"), available at the SEC's website at www.sec.gov. The Partnership has no obligation and, except as required by law, does not undertake any obligation, to update or revise these statements or provide any other information relating to such statements.

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