SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>PostRock Energy Corp</u> | | | 2. Date of Event Requiring Statement (Month/Day/Year) 08/08/2011 | | 3. Issuer Name and Ticker or Trading Symbol <u>Constellation Energy Partners LLC</u> [CEP] | | | | | | |
|--|--|----------|---|--|--|---|---|---|---|--|--|
| (Last) 210 PARK AV | (First) ENUE | (Middle) | | | 4. Relationship of Reporting Person(s) to Iss (Check all applicable) Director X 10% Ov | | er (f | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) OKLAHOMA CITY OK 73102 | | | | Officer (give title Other (specify below) below) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | Amount of Securities eneficially Owned (Instr. 4) | 3. Ownersh Form: Direct or Indirect (Instr. 5) | cṫ(D) (In | Nature of Indirec istr. 5) | t Beneficial Ownership | | |
| Common Units representing Class B LLC Interests | | | | | 3,128,670 | I | I By Constellation Energy Partners Management, LLC ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | | | | |
| Class A Units | Class A Units representing Class A LLC Interests | | | | 485,065 | I | | By Constellation Energy Partners Management, LLC ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
| Expirat | | | 2. Date Exerc Expiration D (Month/Day/ | ate | 3. Title and Amount of Securities Underlying Derivative Security (Inst | | 4. Conversion or Exercise Price of | se Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Direct (D) e or Indirect (I) (Instr. 5) | | | |
| 1. Name and Address of Reporting Person [*] <u>PostRock Energy Corp</u> | | | | | • | | | | 1 | | |
| (Last) 210 PARK AV | (First) /ENUE | (Middl | e) | | | | | | | | |
| (Street) OKLAHOMA CITY | ОК | 7310. | 2 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] Constellation Energy Partners Management, LLC | | | | | | | | | | | |
| (Last) 210 PARK AV | (First) | (Middl | e) | | | | | | | | |
| (Street) OKLAHOMA CITY | ОК | 7310. | 2 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| 1. Name and Add White Deer | | | | | | | | | | | |
| (Last) 700 LOUISIA SUITE 4770 | (First) NA ST. | (Middl | e) | | | | | | | | |

| (Ctract) | | | | | | | | |
|--|----------------|----------|--|--|--|--|--|--|
| (Street) HOUSTON | ТХ | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* White Deer Energy TE L.P. | | | | | | | | |
| (Last) 700 LOUISIANA S SUITE 4770 | (First) ST. | (Middle) | | | | | | |
| (Street) HOUSTON | TX | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* White Deer Energy FI, L.P. | | | | | | | | |
| (Last) 700 LOUISIANA S SUITE 4770 | (First) ST. | (Middle) | | | | | | |
| (Street) HOUSTON | ТХ | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address o Edelman & Gui | | | | | | | | |
| (Last) 700 LOUISIANA S SUITE 4770 | (First) ST. | (Middle) | | | | | | |
| (Street) HOUSTON | ТХ | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address o Edelman & Gui | | | | | | | | |
| (Last) 700 LOUISIANA S SUITE 4770 | (First) ST. | (Middle) | | | | | | |
| (Street) HOUSTON | ТХ | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address o EDELMAN TH | | | | | | | | |
| (Last) 700 LOUISIANA S SUITE 4770 | (First) ST. | (Middle) | | | | | | |
| (Street) HOUSTON | TX | 77002 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person [*] GUILL BEN A | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |

| 700 LOUISIAN SUITE 4770 | IA ST. | | |
|----------------------------|---------|-------|--|
| (Street) HOUSTON | ТХ | 77002 | |
| (City) | (State) | (Zip) | |

Explanation of Responses:

1. As of the date of this Form 3, Constellation Energy Partners Management, LLC ("CEPM") directly holds 3,128,670 common units representing Class B limited liability company interests in the Issuer and 485,065 Class A Units representing Class A limited liability company interests in the Issuer.

2. This Form 3 is jointly filed by CEPM, PostRock Energy Corporation ("PostRock"), White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "White Deer Funds"), Edelman & Guill Energy L.P. ("GP LP"), Edelman & Guill Energy Ltd. ("GP Ltd."), Thomas J. Edelman and Ben A. Guill. CEPM is a wholly owned subsidiary of PostRock. As of the date of this Form 3, the White Deer Funds, in the aggregate, may be deemed to beneficially own approximately 68.2% of the shares of PostRock common stock outstanding on a pro forma basis (accounting for the exercise of warrants to purchase an aggregate of 20,204,261 common shares of PostRock common stock held by the White Deer Funds). GP LP is the general partner of the Funds, GP Ltd. is the general partner of GP LP, and Messrs. Edelman and Guill are the directors of GP Ltd.

3. PostRock may be deemed to beneficially own CEPM's interest in the Issuer through its ability to control CEPM.

4. The White Deer Funds, have, together with GP LP, GP Ltd., Mr. Edelman and Mr. Guill formed a "group" as defined in Section 13(d)(3) with respect to the shares of PostRock common stock beneficially owned by the White Deer Funds, and each member of the group may be deemed to beneficially own all or some portion of the common units and Class A units of the Issuer owned of record by CEPM, to the extent the group is deemed to control PostRock. Each of the reporting persons other than CEPM and PostRock disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Stephen L. DeGiusti, **Executive Vice President**, General Counsel & Secretary 08/18/2011 of PostRock Energy **Corporation** /s/ Stephen L. DeGiusti, Secretary and Treasurer of 08/18/2011 Constellation Energy Partners Mangement, LLC /s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of 08/1<u>8/2011</u> Edelman & Guill Energy L.P., general partner of White Deer Energy L.P. /s/ Thomas J. Edelman, Director of Edelman & Guill Energy Ltd., general partner of 08/18/2011 Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P. /s/ Thomas J. Edelman, **Director of Edelman & Guill** Energy Ltd., general partner of 08/18/2011 Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P. /s/ Thomas J. Edelman, Director of Edelman & Guill 08/18/2011 Energy Ltd., general partner of Edelman & Guill Energy L.P. /s/ Thomas J. Edelman, Director of Edelman & Guill 08/18/2011 Energy Ltd. /s/ Thomas J. Edelman 08/18/2011 /s/ Ben A. Guill 08/18/2011 ** 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 5 (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.