

Boardwalk Pipeline Partners, LP
 Form 4
 October 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Boardwalk Pipelines Holding Corp.

2. Issuer Name and Ticker or Trading Symbol
 Boardwalk Pipeline Partners, LP [BWP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9 GREENWAY PLAZA, SUITE 2800

3. Date of Earliest Transaction (Month/Day/Year)
 10/09/2013

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

(Street)
 HOUSTON, TX 77046

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

(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 Beneficial Ownership (Instr. 4)
Common Units representing limited partner interests	10/09/2013		M ⁽¹⁾	V	22,866,667 A ⁽²⁾	Price	125,586,133 D ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)
Class B Units representing limited partner interests	(4)	10/09/2013		M(1)	22,866,667	(5) (2)	Common Units representing limited partner interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boardwalk Pipelines Holding Corp. 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046	X	X		
LOEWS CORP 667 MADISON AVENUE NEW YORK, NY 10065-8087	X	X		

Signatures

/s/ Jamie Buskill Chief Financial and Administrative Officer, and Treasurer, on behalf of Boardwalk Pipelines Holding Corp.

10/09/2013

__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).
- (1) The transaction described herein is also exempt under Rule 16(b)-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.
- (2) Each Class B Unit converted into one Common Unit of the issuer on a one-for-one basis on October 9, 2013 pursuant to the terms of the Issuer's Third Amended and Restated Agreement of Limited Partnership dated as of June 17, 2008. The Class B Units had no expiration date.
- (3) BPHC directly owns all securities reported on this Form 4. Loews Corporation's ownership is indirect, through BPHC. Information regarding Loews Corporation is set forth on Exhibit 99.1 to this Form 4.
- (4) One-for-one.

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(5) The units became convertible after June 30, 2013, but are convertible only at the option of the holder.

(6) not applicable.

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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