

# 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 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Sutcliffe Robert J			2. Issuer Name and Ticker or Trading Symbol Cheniere Energy Partners, L.P. [CQP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2011					
700 MILAM STREET, SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
HOUSTON, TX 77002								
(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)
			Code	V	Amount	(A) or (D)	Price			
Units Representing Limited Partner Interests	05/29/2011		M		3,000	A	(1)	3,000	D	
Units Representing Limited Partner Interests	05/29/2011		D		3,000	D	\$ 17.71	0	D	
Units Representing Limited Partner Interests	05/29/2011		M		750	A	(2)	750	D	
Units Representing Limited Partner Interests	05/29/2011		D		750	D	\$ 17.71	0	D	
Units Representing Limited Partner Interests	05/29/2011		M		750	A	(3)	750	D	
Units Representing Limited Partner Interests	05/29/2011		D		750	D	\$ 17.71	0	D	
Units Representing Limited Partner Interests	05/29/2011		M		750	A	(4)	750	D	
Units Representing Limited Partner Interests	05/29/2011		D		750	D	\$ 17.71	0	D	

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

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 control number. SEC 1474 (9-02)

**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 Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Phantom Units	(1)	05/29/2011		M		3,000	05/29/2011	05/29/2011	Common Units	3,000	(1)	0	D	
Phantom Units	(2)	05/29/2011		M		750	05/29/2011	05/29/2011	Common Units	750	(2)	750	D	
Phantom Units	(3)	05/29/2011		M		750	05/29/2011	05/29/2011	Common Units	750	(3)	1,500	D	
Phantom Units	(4)	05/29/2011		M		750	05/29/2011	05/29/2011	Common Units	750	(4)	2,250	D	
Phantom Units	(5)	05/29/2011		A		3,000	(6)	(6)	Common Units	3,000	\$ 0	3,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutcliffe Robert J 700 MILAM STREET SUITE 800 HOUSTON, TX 77002	X			

## Signatures

/s/ Anne V. Vaughan under POA by Robert J. Sutcliffe		06/01/2011
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) On 05/29/07, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/11, the fourth anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (2) On 05/29/08, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/11, the third anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (3) On 05/29/09, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/11, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (4) On 05/29/10, the Reporting Person was granted 3,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 05/29/11, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (5) On 05/29/11, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.
- (6) The phantom units vest, and are payable in cash, twenty-five percent on each of the first, second, third and fourth anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.