

FORM 4

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

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

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

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

(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"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 700 MILAM ST., SUITE 800			3. Date of Earliest Transaction (Month/Day/Year) 05/29/2012					
(Street) HOUSTON, TX 77002			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		
(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	05/29/2012		M		750	A	(1)	750	D	
Units Representing Limited Partner Interests	05/29/2012		D		750	D	\$ 23.44	0	D	
Units Representing Limited Partner Interests	05/29/2012		M		750	A	(2)	750	D	
Units Representing Limited Partner Interests	05/29/2012		D		750	D	\$ 23.44	0	D	
Units Representing Limited Partner Interests	05/29/2012		M		750	A	(3)	750	D	
Units Representing Limited Partner Interests	05/29/2012		D		750	D	\$ 23.44	0	D	
Units Representing Limited Partner Interests	05/29/2012		M		750	A	(4)	750	D	
Units Representing Limited Partner Interests	05/29/2012		D		750	D	\$ 23.44	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	Title	Amount or Number of Shares				
PHANTOM UNITS	(1)	05/29/2012		M		750		05/29/2012	05/29/2012	COMMON UNITS	750.00	(1)	0	D	
PHANTOM UNITS	(2)	05/29/2012		M		750		05/29/2012	05/29/2012	COMMON UNITS	750.00	(2)	750	D	
PHANTOM UNITS	(3)	05/29/2012		M		750		05/29/2012	05/29/2012	COMMON UNITS	750.00	(3)	1,500	D	
PHANTOM UNITS	(4)	05/29/2012		M		750		05/29/2012	05/29/2012	COMMON UNITS	750.00	(4)	2,250	D	
PHANTOM UNITS	(5)	05/29/2012		A		3,000		(6)	(6)	COMMON UNITS	3,000.00	\$ 0	3,000	D	

Reporting Owners

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

Signatures

/s/ Cara E. Carlson under POA by Robert J. Sutcliffe		05/31/2012
<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 05/29/08, 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 05/29/12, the fourth anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (2) On 05/29/09, 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 05/29/12, the third anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (3) On 05/29/10, 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 05/29/12, the second anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (4) On 05/29/11, 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 05/29/12, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (5) On 05/29/12, 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Meg A. Gentle, Greg W. Rayford and Cara E. Carlson, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Cheniere Energy Partners GP, LLC, the general partner of Cheniere Energy Partners, L.P. (the "Company"), Forms ID, 3, 4 and 5, pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and Form 144, pursuant to Rule 144 under the Securities Act of 1933 and the rules thereunder, if required; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, Form 4, Form 5 or Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a director of the Company unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact; provided, however, this Power of Attorney will expire immediately upon the termination of employment or consulting arrangement of any attorney-in-fact as to that attorney-in-fact only, but not as to any other appointed attorney-in-fact hereunder.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27 day of June, 2011.

_____/s/ Robert J. Sutcliffe_____
Name: Robert J. Sutcliffe