

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>SemGroup Corp</u> (Last) (First) (Middle) TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 (Street) TULSA OK 74136-4216 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rose Rock Midstream, L.P. [RRMS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Units representing limited partner interests	01/01/2015		C		3,750,000	A	(1)	10,564,709	I	See footnote(2)
Common Units representing limited partner interests	02/13/2015		A		1,750,000	A	(3)	12,314,709	I	See footnote(2)
Common Units representing limited partner interests	02/17/2015		C		8,389,709	A	(4)	20,704,418	I	See footnote(2)

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Units representing limited partner interests	(1)	01/01/2015		C		3,750,000		(5)	(5)	Common Units representing limited partner interests	3,750,000	\$0	0	I	See footnote(2)
Subordinated Units representing limited partner interests	(4)	02/17/2015		C		8,389,709		(6)	(6)	Common Units representing limited partner interests	8,389,709	\$0	0	I	See footnote(2)

1. Name and Address of Reporting Person*
SemGroup Corp
 (Last) (First) (Middle)
 TWO WARREN PLACE
 6120 SOUTH YALE AVENUE, SUITE 700
 (Street)
 TULSA OK 74136-4216
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Rose Rock Midstream Holdings, LLC
 (Last) (First) (Middle)
 TWO WARREN PLACE
 6120 S. YALE AVENUE, SUITE 700
 (Street)
 TULSA OK 74136-4216
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Rose Rock Midstream Corp		
(Last)	(First)	(Middle)
TWO WARREN PLACE		
6120 S. YALE AVENUE, SUITE 700		
(Street)		
TULSA	OK	74136-4216
(City)	(State)	(Zip)

Explanation of Responses:

- 3,750,000 Class A Units converted into Common Units on a one-for-one basis on January 1, 2015.
- This Form 4 is being filed jointly by SemGroup Corporation ('SemGroup'), Rose Rock Midstream Holdings, LLC ('Holdings') and Rose Rock Midstream Corporation ('RRMC'). SemGroup directly owns 100% of the outstanding members interests of Holdings. Holdings directly owns 100% of the issued and outstanding shares of common stock of RRMC. SemGroup may therefore be deemed to beneficially own securities of the Issuer owned directly by Holdings and RRMS and Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by RRMC.
- In connection with the closing of the transactions contemplated by that certain Amended and Restated Contribution Agreement dated as of February 13, 2015, by and among SemGroup, SemDevelopment, L.L.C., Holdings, Rose Rock Midstream GP, LLC, the Issuer and Rose Rock Midstream Operating, LLC, the Issuer issued to Holdings, among other consideration, 1,750,000 Common Units representing limited partner interests in the Issuer in exchange for 100% membership interest in each of Wattenberg Holding, LLC and Glass Mountain Holding, LLC. Glass Mountain Holding, LLC owns a 50% membership interest in Glass Mountain Pipeline, LLC.
- 8,389,709 Subordinated Units converted into Common Units on a one-for-one basis on February 17, 2015.
- The Class A Units have no expirations date and convert into Common Units representing limited partner interests in the Issuer on a one-for-one basis on the first day of the month immediately following the first month for which average daily throughput volumes on the White Cliffs Pipeline for such month are 125 thousand barrels per day or greater.
- The Subordinated Units have no expiration date and convert into Common Units on a one-for-one basis at the end of the subordination period described in the Issuers Registration Statement on Form S-1 (File No. 333-176260).

[Candice L. Cheeseman, Secretary](#)
[and General Counsel of SemGroup Corporation](#) 02/18/2015

[Candice L. Cheeseman, Secretary](#)
[and General Counsel of Rose Rock Midstream Holdings, LLC](#) 02/18/2015

[Candice L. Cheeseman, Secretary](#)
[and General Counsel of Rose Rock Midstream Corporation](#) 02/18/2015

** 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 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).

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.