

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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**

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

<b>1. Name and Address of Reporting Person*</b> <u>LONG ERIC D</u> _____ (Last) (First) (Middle) <u>C/O USA COMPRESSION PARTNERS, LP</u> <u>100 CONGRESS AVENUE, SUITE 450</u> _____ (Street) <u>AUSTIN TX 78701</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>USA Compression Partners, LP [ USAC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>04/25/2014</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	04/25/2014		M		20,408	A	(1)	21,479 <sup>(2)</sup>	D	
Common Units								1,606 <sup>(2)</sup>	I	By Spouse <sup>(3)</sup>
Common Units								5,356 <sup>(2)</sup>	I	By Alex B. Long Trust <sup>(4)</sup>
Common Units								5,356 <sup>(2)</sup>	I	By Adam Ericson Long Trust <sup>(4)</sup>

**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
Phantom Units	(1)	04/25/2014		M		20,408		04/25/2014	04/25/2014	Common Units	20,408	(1)	0	D	

**Explanation of Responses:**

- Each phantom unit was the economic equivalent of one common unit of USA Compression Partners, LP. Mr. Long elected to receive all of his vested phantom units in common units.
- Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
- Mr. Long disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Common units held by each of the Alex B. Long Trust and the Adam Ericson Long Trust, of which Mr. Long is the trustee under agreements dated April 17, 2007.

**Remarks:**

The Reporting Person is the Chief Executive Officer, President and Director of USA Compression GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner. The Reporting Person also is a Manager of USA Compression Holdings, LLC, the sole member of the General Partner ("USAC Holdings"). The Reporting Person is not deemed to beneficially own, and disclaims beneficial ownership of, any common units or subordinated units of the Issuer held by the General Partner or USAC Holdings, except to the extent of any pecuniary interest he may be deemed to have therein.

/s/ J. Gregory Holloway, as  
Attorney-in-Fact for Eric D. 04/28/2014  
Long

\*\* 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.**