

**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**

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>GUILL BEN A</u>  (Last) (First) (Middle) <u>700 MILAM ST.</u> <u>SUITE 800</u>  (Street) <u>HOUSTON TX 77002</u>  (City) (State) (Zip)			<u>Cheniere Energy Partners, L.P. [ CQP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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			
Units Representing Limited Partner Interests	01/16/2009		M		3,000	A	(1)	3,000	D	
Units Representing Limited Partner Interests	01/16/2009		D		3,000	D	\$4.32	0	D	

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	(1)	01/16/2009		M		3,000	01/16/2009	01/16/2009	Common Units	3,000	(1)	9,000	D	
Phantom Units	(2)	01/16/2009		A		3,000	(3)	(3)	Common Units	3,000	\$0	3,000	D	

**Explanation of Responses:**

1. On 01/16/08, 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 01/16/2009, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
2. On 01/16/09, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.
3. The phantom units vest, and are payable in cash, 25% on each of the first, second, third and fourth anniversaries of the grant date.

/s/ Ben Guill

01/20/2009

\*\* 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.