

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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* <u>SemGroup Corp</u> <hr/> (Last) (First) (Middle) TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 <hr/> (Street) TULSA OK 74136-4216 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Rose Rock Midstream, L.P. [ RRMS ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 06/23/2014 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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)		
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	06/23/2014		A		2,425,000	A	(2)	6,814,709	I	See footnotes <sup>(1)(2)</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
Class A Units representing limited partner interests	\$0	06/23/2014		A		1,250,000		(3)	(3)	Common Units representing limited partner interests	1,250,000	(2)	3,750,000	I	See footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
SemGroup Corp  


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 TWO WARREN PLACE  
 6120 SOUTH YALE AVENUE, SUITE 700  


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 (Street)  
 TULSA OK 74136-4216  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Rose Rock Midstream Holdings, LLC  


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 (Last) (First) (Middle)  
 TWO WARREN PLACE  
 6120 S. YALE AVENUE, SUITE 700  


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 TULSA OK 74136-4216  


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1. Name and Address of Reporting Person\*  
Rose Rock Midstream Corp  


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 (Street)

TULSA OK 74136-4216

(City) (State) (Zip)

**Explanation of Responses:**

1. 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 membership 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 RRMC and Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by RRMC.
2. In connection with the closing of the transactions contemplated by that certain Contribution Agreement dated as of June 23, 2014, by and among SemGroup, Holdings, Rose Rock Midstream GP, LLC, the Issuer and Rose Rock Midstream Operating, LLC, the Issuer issued to Holdings, among other consideration 2,425,000 Common Units representing limited partner interests in the Issuer and 1,250,000 Class A Units representing limited partner interests in the Issuer, in exchange for a 33.34% membership interest in SemCrude Pipeline, L.L.C., which owns a 51% membership interest in White Cliffs Pipeline, L.L.C.
3. The Class A Units have no expiration date and will convert into Common Units representing limited partner interests in the Issuer on a one-for-one bases 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.

Candice L. Cheeseman, Secretary  
and General Counsel of 06/25/2014  
SemGroup Corporation

Candice L. Cheeseman, Secretary  
and General Counsel of Rose 06/25/2014  
Rock Midstream Holdings, LLC

Candice L. Cheeseman, Secretary  
and General Counsel of Rose 06/25/2014  
Rock Midstream Corporation

\*\* 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.**