

GENESIS ENERGY LP
Form 4
July 03, 2014

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTSON CORBIN J III

(Last) (First) (Middle)
601 JEFFERSON SUITE 3600
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Units - Class A (1)	07/01/2014		M	682 (1) A (2)	1,490,237 (3) D		
Common Units - Class A (1)	07/01/2014		D	682 (1) D (2)	\$ 55.57 1,489,555 (3) D		
Common Units - Class A					5,743	I	By Corby and Brooke Robertson 2006 Family

Common Units - Class A						185,868	I	Trust ⁽⁴⁾ By The Corbin J. Robertson III 2009 Family Trust ⁽⁴⁾	
Common Units - Class A	06/30/2014		G V	<u>20,000</u> ⁽⁵⁾	D	\$ 0	20,000 ⁽⁵⁾	I	BHJ Investments, L.P. ⁽⁶⁾

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.

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(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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(2)</u>	07/01/2014		M	682	07/01/2014	07/01/2014	Common Units - Class A	682
Phantom Units	<u>(7)</u> <u>(8)</u>	07/01/2014		A	443	07/01/2017	07/01/2017	Common Units - Class A	443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTSON CORBIN J III 601 JEFFERSON SUITE 3600 HOUSTON, TX 77002	X			

Signatures

Corbin J.
Robertson, III

07/03/2014

 Signature of Reporting
Person

Date

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) The payment of the phantom units in cash is deemed to be a disposition of the phantom units in exchange for the acquisition of the underlying Common Units - Class A and a simultaneous disposition of the underlying Common Units - Class A to the issuer.
- (2) Upon vesting, the phantom units were paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the date of vesting.
- (3) The reporting person disclaims beneficial ownership of the phantom units that vested and were paid in cash as he is required to give all proceeds related to such phantom units to QEP Management Co., L.P. or one of its affiliates.
- (4) Members of the immediate family of the reporting person are beneficiaries of this trust and the reporting person may be deemed to have beneficial ownership of the securities held by it.

The reported securities are held by BHJ Investments, L.P., a Texas limited partnership ("BHJ LP"). The reporting person was the sole member and is the sole manager of BHJ Investments GP LLC, a Texas limited liability company ("BHJ GP"), BHJ LP's general partner. Effective June 30, 2014, the reporting person gifted (i) 34% of the reporting person's membership interest in BHJ GP and (ii) a portion of the reporting person's BHJ LP interest to the Corby and Brooke Robertson 2014 Children's Trust (the "Trust"), beneficiaries of which are members of the immediate family of the reporting person. Effective June 30, 2014, the reporting person gifted 17% of the reporting person's membership interest in BHJ GP to Brooke Robertson, the reporting person's wife.
- (5) Members of the immediate family of the reporting person and the Trust are security holders of BHJ LP and BHJ GP and the reporting person may be deemed to have beneficial ownership of the securities held by it.
- (6) The phantom units will be paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the vesting date.
- (7) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each Common Unit - Class A will be accrued over the vesting period and paid quarterly.
- (8) The reporting person disclaims beneficial ownership of 2,735 phantom units as he is required to give all proceeds related thereto to QEP Management Co., L.P. or one of its affiliates.
- (9)

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.