

GENESIS ENERGY LP  
Form 4  
January 06, 2015

**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)  
01/02/2015

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 Indirect Beneficial Ownership (Instr. 4)          |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units - Class A <sup>(1)</sup> | 01/03/2015                           |  | M                              | 673 <sup>(1)</sup> A <sup>(2)</sup>                               | 1,587,712 <sup>(3)</sup>  | D  |  |
| Common Units - Class A <sup>(1)</sup> | 01/03/2015                           |  | D                              | 673 <sup>(1)</sup> D <sup>(2)</sup>                               | \$ 41.46 1,587,039 <sup>(3)</sup>   | D  |  |
| Common Units - Class A                |                                      |  |                                |   | 5,743   | I  | By Corby and Brooke Robertson 2006 Family Trust <sup>(4)</sup> |
|                                       |                                      |  |                                |   | 198,785   | I  |  |

Common  
Units -  
Class A

By The  
Corbin J.  
Robertson III  
2009 Family  
Trust <sup>(4)</sup>

Common  
Units -  
Class A

20,000 I

BHJ  
Investments,  
L.P. <sup>(5)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |
| Phantom Units                              | <sup>(6)</sup> <sup>(7)</sup>                          | 01/02/2015                           |  | A                              | 559   | 01/02/2018   | 01/02/2018  | Common Units - Class A        | 559                        |
| Phantom Units                              | <sup>(2)</sup>   | 01/03/2015                           |  | M                              | 673   | 01/03/2015   | 01/03/2015  | Common Units - Class A        | 673                        |

## Reporting Owners

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

## Signatures

Corbin J.  
Robertson, III

01/06/2015

  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.  
  
Members of the immediate family of the reporting person and the Corby and Brooke Robertson 2014 Children's Trust are security holders
- (5) of BHJ Investments, L.P., a Texas limited partnership ("BHJ LP") and BHJ Investments GP LLC, a Texas limited liability company and BHJ LP's general partner, and the reporting person may be deemed to have beneficial ownership of the securities held by BHJ LP.
- (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 1,251 phantom units as he is required to give all proceeds related thereto to QEP Management Co., L.P. or one of its affiliates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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