## Edgar Filing: Sturdivant Robert C - Form 4

| Form 4  |   |   |  |                   |   |  |  |                  |                    |            |
|---|---|---|--|-------------------|---|--|--|------------------|--------------------|------------|
| October 04  | ЛЛ                                      |   |  |                   |   |  |  |                  | PPROVAL            |            |
|   | UNITED                                  | STATES S  |  | RITIES A shington |   |  | COMMISSIO  | N OMB<br>Number: | 3235-02            | 287        |
| Check t<br>if no los<br>subject<br>Section  | nger<br>to <b>STATEN</b><br>16.         | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |  |                   |   |  |  |                  |                    | 31,<br>005 |
| Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Filed pursuant to Section 16(a) of the Securities Exchange<br>Section 17(a) of the Public Utility Holding Company Act of 1940<br>30(h) of the Investment Company Act of 1940 |   |   |  |                   |   |  |  |                  |                    | 0.5        |
| (Print or Type  | Responses)                              |   |  |                   |   |  |  |                  |                    |            |
| 1. Name and Address of Reporting Person <u>*</u><br>Sturdivant Robert C   |   |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>GENESIS ENERGY LP [GEL] |                   |   |  | 5. Relationship of Reporting Person(s) to Issuer   |                  |                    |            |
| (Last)  | (First) (                               |   | 3. Date of Earliest Transaction  |                   |   |  | (Check all applicable)   |                  |                    |            |
| 601 JEFFERSON STREET, SUITE<br>3600   |   |   | (Month/Day/Year)<br>10/01/2010   |                   |   |  | _X_ Director10% Owner<br>Officer (give titleOther (specify<br>below)below)                           |                  |                    |            |
|   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)          |  |                   | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |                  |                    |            |
| HOUSTON   | N, TX 77002                             |   |  |                   |   |  | Form filed by Person   | More than One R  | eporting           |            |
| (City)  | (State)                                 | (Zip)   | Tab  | le I - Non-l      | Derivative  | Securities A   | cquired, Disposed  | of, or Beneficia | lly Owned          |            |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution E<br>any<br>(Month/Day                | bate, if TransactionAcquired (A) or<br>Code Disposed of (D)                      |                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                    | f                |                    |            |
|   |   |   |  | Code V            |   | (D) Price  | (Instr. 3 and 4)   |                  |                    |            |
| Reminder: Re  | eport on a separate line                | e for each clas   | ss of sect   | urities bene      | Perso<br>inform<br>requir   | ns who res<br>lation cont<br>ed to respo                             | or indirectly.<br>spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co | n are not<br>rm  | SEC 1474<br>(9-02) |            |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number  | 6. Date Exercisable and | 7. Title and Amount of | 8. F |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onof       | Expiration Date         | Underlying Securities  | Der  |
| Security    | or Exercise |                     | any                | Code       | Derivative | (Month/Day/Year)        | (Instr. 3 and 4)       | Sec  |

number.

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| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acqui<br>(A) of<br>Dispo<br>of (D)<br>(Instr | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |                     |                    |                 |  | (1 |
|------------------|------------------------------------|------------------|------------|--|---|---------------------|--------------------|-----------------|--|----|
|                  |                                    |                  | Code V     | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Phantom<br>Units | (1) (2)                            | 10/01/2010       | А          | 791  |   | 10/01/2013          | 10/01/2013         | Common<br>units | 791                                    |    |

## **Reporting Owners**

| Reporting Owner Name / Addr  | ess        | Relationsh |         |       |
|--|------------|------------|---------|-------|
|  | Director   | 10% Owner  | Officer | Other |
| Sturdivant Robert C<br>601 JEFFERSON STREET<br>SUITE 3600<br>HOUSTON, TX 77002 | Х          |            |         |       |
| Signatures   |            |            |         |       |
| Robert C.<br>Sturdivant  | 10/04/2010 |            |         |       |

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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 phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to the date of vesting.
- (2) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each unit will be accrued over the vesting period and paid quarterly.
- (3) Director disclaims beneficial ownership as he is required to give all proceeds 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. 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.

\*\*Signature of

Reporting Person