

GENESIS ENERGY LP

Form 4

October 03, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
10/01/2013

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<br>Security<br>(Instr. 3)       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)             |
|---|---|---|--------------------------------------|---|--|--|---|
| Common<br>Units -<br>Class A <sup>(1)</sup> | 10/01/2013                              |   | M                                    | 791 <sup>(1)</sup> A <sup>(2)</sup>                                     | 1,510,346 <sup>(3)</sup>   | D  |   |
| Common<br>Units -<br>Class A <sup>(1)</sup> | 10/01/2013                              |   | D                                    | 791 <sup>(1)</sup> D <sup>(2)</sup>                                     | \$<br>49.62<br>1,509,555 <sup>(3)</sup>  | D  |   |
| Common<br>Units -<br>Class A                |   |   |                                      |   | 5,743  | I  | By Corby<br>and Brooke<br>Robertson<br>2006<br>Family<br>Trust <sup>(4)</sup> |

Common  
Units -  
Class A

185,868 I

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

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. D<br>S<br>(I              |  |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|------------------------------|--|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                        | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Units                                    | <u>(2)</u>   | 10/01/2013                              |   | M                                    |  | 791  |     | 10/01/2013  | 10/01/2013         | Common<br>Units -<br>Class A | 791                                    |
| Phantom<br>Units                                    | <u>(5)</u> <u>(6)</u>  | 10/01/2013                              |   | A                                    |  | 471  |     | 10/01/2016  | 10/01/2016         | Common<br>Units -<br>Class A | 471                                    |

## 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

10/03/2013

\_\_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.
- (5) 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.
- (6) 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.
- (7) The reporting person disclaims beneficial ownership of 4,791 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. 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.