Rutigliano Nicholas J Form 4 February 16, 2011

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rutigliano Nicholas J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Calumet Specialty Products Partners,

(Check all applicable)

L.P. [CLMT]

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year)

02/14/2011

2780 WATERFRONT PKWY E. **DRIVE SUITE 200** 

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

INDIANAPOLIS, IN 46214

(City)	(State) (Z	(Zip) 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)	3. 4. Securities  FransactionAcquired (A) or  Code Disposed of (D)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Units	02/14/2011		M	65	A	(1)	37,624	D	
Common Units	02/14/2011		M	38	A	(1)	37,662	D	
Common Units	02/14/2011		M	10	A	<u>(1)</u>	37,672	D	
Common Units	02/14/2011		M	10	A	<u>(1)</u>	37,682	D	
Common Units	02/15/2011		M	542	A	<u>(1)</u>	38,224	D	

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Common Units	3,568,033	I	Footnote (5)
Common Units	12,500	I	See Footnote (6)

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactio Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/14/2011		A	65		(2)	(2)	Common Units	65	\$ 23
Phantom Units	(1)	02/14/2011		M		65	(2)	(2)	Common Units	65	\$
Phantom Units	<u>(1)</u>	02/14/2011		A	38		(2)	(2)	Common Units	38	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M		38	(2)	(2)	Common Units	38	\$
Phantom Units	<u>(1)</u>	02/14/2011		A	20		<u>(4)</u>	<u>(4)</u>	Common Units	20	\$ 23
Phantom Units	(1)	02/14/2011		M		10	<u>(4)</u>	<u>(4)</u>	Common Units	10	\$
Phantom Units	(1)	02/14/2011		A	17		<u>(4)</u>	<u>(4)</u>	Common Units	17	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M		10	<u>(4)</u>	<u>(4)</u>	Common Units	10	\$

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Phantom Units	<u>(1)</u>	02/14/2011	A	4	(3)	(3)	Common Units	4	\$ 23.
Phantom Units	<u>(1)</u>	02/14/2011	A	13	<u>(3)</u>	(3)	Common Units	13	\$ 23.
Phantom Units	<u>(1)</u>	02/15/2011	A	542	(2)	(2)	Common Units	542	\$ 23.
Phantom Units	<u>(1)</u>	02/15/2011	M	542	(2)	(2)	Common Units	542	\$ (
Phantom Units	<u>(1)</u>	02/15/2011	A	181	<u>(7)</u>	<u>(7)</u>	Common Units	181	\$ 23.

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Rutigliano Nicholas J 2780 WATERFRONT PKWY E. DRIVE SUITE 200 INDIANAPOLIS, IN 46214	X					

# **Signatures**

/s/ R. Patrick Murray, II, as attorney-in-fact

02/16/2011

\*\*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) Each Phantom Unit is the economic equivalent of a Calumet Specialty Products Partners, L.P. Common Unit
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified (2) by the reporting person or the reporting person's termination date. Phantom Units are 100% vested. The reporting person settled the vested phantom units for common units.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified (3) by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2011.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified (4) by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on January 22 of each year beginning on January 22, 2010. The reporting person settled the vested phantom units for common units.
- Common units are owned by The Heritage Group ("THG"). THG received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Nicholas Rutigliano ("Rutigliano") is one of five trustees of the thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Rutigliano
- (5) five trustees of the thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Rutigliano and members of his immediate and extended family. Rutigliano disclaims beneficial ownership of the units of the Issuer owned by THG except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any another purpose.
- Common units owned by Rutigliano's spouse. Rutigliano disclaims beneficial ownership of the units of the Issuer owned by THG except (6) to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any another purpose.

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Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified (7) by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2012.

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.