#### GENESIS ENERGY LP

Form 4

February 14, 2008

## FORM 4

Check this box

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

**SECURITIES** 

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

Form 5 obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**BENAVIDES ROSS A** 

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

500 DALLAS, SUITE 2500

HOUSTON, TX 77002

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

GENESIS ENERGY LP [GEL]

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

02/14/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

Beneficially Owned Following

Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

Security or Exercise any

Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO and General Counsel

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

(T)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

#### Edgar Filing: GENESIS ENERGY LP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A) (I	` '	ate xercisable	Expiration Date	Title	Amo or Nun of Shar
Stock Appreciation Right (1)	\$ 20.92	02/14/2008		A		5,448	12	2/31/2011	02/14/2018	Genesis Energy, L.P. Limited Partnership Units	5,4

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENAVIDES ROSS A 500 DALLAS, SUITE 2500 HOUSTON, TX 77002

CFO and General Counsel

## **Signatures**

Ross A
Benavides
02/14/2008

\*\*Signature of Date
Reporting Person

# **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 stock appreciation right provides the grantee the right to receive cash upon exercise of the right for the difference between the strike price and the average of the closing market price of GEL limited partnership units for the ten days preceding the date of exercise.

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.

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