GENESIS ENERGY LP

Form 4

January 04, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JASTROW KENNETH M II			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			GENESIS ENERGY LP [GEL]				.]	(Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				,				
				(Month/Day/Year)				X Director Officer (give		Owner er (specify	
6300 BEE CAVE ROAD, BUILDING TWO, STE 500			01/02/2017					below) below)			
	(Street) 4. If Ame			endment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)			r)			Applicable Line) _X_ Form filed by One Reporting Person				
AUSTIN, TX 78746								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med in Date, if Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)		
Common				Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , ,			
Units - Class A (1)	01/02/2017			M	519 (1)	A	<u>(2)</u>	519	D		
Common Units - Class A (1)	01/02/2017			D	519 (1)	D	\$ 34.54 (2)	0	D		

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

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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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(2)</u>	01/02/2017		M		519	01/02/2017	01/02/2017	Common Units - Class A	519
Phantom Units	(3) (4)	01/03/2017		A	774		01/03/2020	01/03/2020	Common Units - Class A	774

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
JASTROW KENNETH M II 6300 BEE CAVE ROAD BUILDING TWO, STE 500 AUSTIN, TX 78746	X					

Signatures

Kenneth M.
Jastrow II

**Signature of Reporting Person

O1/04/2017

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 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.

Reporting Owners 2

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(4) 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.

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.