### Edgar Filing: Fehsenfeld Fred M Jr - Form 4

| Fehsenfeld F<br>Form 4   | Fred M Jr                              |                     |  |  |                        |                                       |  |  |  |   |
|--|--|---------------------|--|--|------------------------|---------------------------------------|--|--|--|---|
| August 16, 2   | 2012                                   |                     |  |  |                        |                                       |  |  |  |   |
| FORM   | 4                                      |                     |  |  |                        |                                       |  |  |  | PPROVAL   |
|  | UNITED                                 | STATE               |  | ITIES AI<br>hington, ]                 |                        |                                       | NGE (  | COMMISSION   | OMB<br>Number:   | 3235-0287   |
| Check th   |  |                     |  |  |                        | Expires:                              | January 31,  |  |  |   |
| if no longer<br>subject to<br>Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESForm 4 or<br>Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, |  |                     |  |  |                        |                                       | Estimated a<br>burden hou<br>response  | irs per  |  |   |
| obligatio<br>may cont<br><i>See</i> Instru<br>1(b).  | ns Section 17(                         | a) of the           |  | lity Hold                              | ing Com                | pany                                  | Act o  | f 1935 or Sectio   | n  |   |
| (Print or Type I   | Responses)                             |                     |  |  |                        |                                       |  |  |  |   |
| 1. Name and A<br>Fehsenfeld 1  | Address of Reporting<br>Fred M Jr      | Person <sup>*</sup> | 2. Issuer<br>Symbol                          | Name <b>and</b> '                      | Ticker or T            | Fradin                                | g  | 5. Relationship of Issuer  | Reporting Per  | son(s) to   |
|  |  |                     | Calumet<br>L.P. [CL                          | Specialty<br>MT]                       | Product                | ts Par                                | rtners,  | (Chec  | k all applicabl  | e)  |
|  |  |                     | ate of Earliest Transaction<br>nth/Day/Year) |  |                        |                                       | X Director 10% Owner<br>Officer (give titleX Other (specify<br>below) below) |  |  |   |
| 2780 WATH<br>DR., SUITE  | ERFRONT PKW<br>E 200                   | Y. E.               | 08/14/20                                     | 012                                    |                        |                                       |  | /  | nan of the Boa   | rd  |
|  | (Street)                               |                     |  | idment, Dat<br>h/Day/Year)             | e Original             |                                       |  | 6. Individual or Jo<br>Applicable Line)<br>_X_ Form filed by 0   | One Reporting Po   | erson   |
| INDIANAP   | OLIS, IN 46214                         |                     |  |  |                        |                                       |  | Form filed by M<br>Person  | Iore than One R  | eporting  |
| (City)   | (State)                                | (Zip)               | Table  | I - Non-De                             | erivative S            | Securi                                | ties Ac  | quired, Disposed of  | f, or Beneficia  | lly Owned   |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Dat<br>(Month/Day/Year) | Executi<br>any      | on Date, if                                  | 3.<br>Transactio<br>Code<br>(Instr. 8) | Disposed<br>(Instr. 3, | (A) of<br>of (D<br>4 and<br>(A)<br>or | ))<br>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  | 08/14/2012                             |                     |  | Code V<br>M                            | 766                    | (D)<br>A                              | Price<br>( <u>1)</u>   | 437,616.94   | D  |   |
| Common<br>Units  | 08/14/2012                             |                     |  | М                                      | 12                     | А                                     | <u>(1)</u>   | 437,628.94   | D  |   |
| Common<br>Units  | 08/14/2012                             |                     |  | М                                      | 17                     | A                                     | <u>(1)</u>   | 437,645.94   | D  |   |
| Common<br>Units  | 08/14/2012                             |                     |  | М                                      | 5                      | А                                     | <u>(1)</u>   | 437,650.94   | D  |   |
| Common<br>Units  |  |                     |  |  |                        |                                       |  | 1,979,804  | I  | See<br>footnote   |

|                 |            |   | $(3) \frac{(3)}{2}$                             |
|-----------------|------------|---|---|
| Common<br>Units | 10,982,209 | Ι | See footnote $(4) \underline{\overset{(4)}{-}}$ |
| Common<br>Units | 1,934,287  | Ι | See footnote $(5) \frac{(5)}{5}$                |
| Common<br>Units | 3,585.05   | I | See<br>footnote<br>(6) <u>(6)</u>               |
| Common<br>Units | 3,535.05   | Ι | See<br>footnote<br>(7) <u>(7)</u>               |
| Common<br>Units | 142,000    | Ι | See<br>footnote<br>(8) <u>(8)</u>               |
|                 |            |   |   |

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.

# 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.<br>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.<br>Transacti<br>Code<br>(Instr. 8) | Derivative |     | 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. Pric<br>Deriva<br>Securit<br>(Instr. |
|---|---|---|---|---------------------------------------|------------|-----|--|--------------------|---|--|---|
|   |   |   |   | Code V                                | (A)        | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |
| Phantom<br>Units                                    | <u>(1)</u>  | 08/14/2012                              |   | А                                     | 766        |     | (2)  | (2)                | Common<br>Units   | 766                                    | \$ 25                                   |
| Phantom<br>Units                                    | <u>(1)</u>  | 08/14/2012                              |   | М                                     |            | 766 | (2)  | (2)                | Common<br>Units   | 766                                    | \$ (                                    |
| Phantom<br>Units                                    | <u>(1)</u>  | 08/14/2012                              |   | А                                     | 21         |     | <u>(9)</u>   | <u>(9)</u>         | Common<br>Units   | 21                                     | \$ 25                                   |
|   | <u>(1)</u>  | 08/14/2012                              |   | М                                     |            | 12  | (9)  | (9)                |   | 12                                     | \$ (                                    |

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| Phantom<br>Units |            |            |   |     |    |      |      | Common<br>Units |     |        |
|------------------|------------|------------|---|-----|----|------|------|-----------------|-----|--------|
| Phantom<br>Units | <u>(1)</u> | 08/14/2012 | А | 22  |    | (10) | (10) | Common<br>Units | 22  | \$ 25. |
| Phantom<br>Units | <u>(1)</u> | 08/14/2012 | М |     | 17 | (10) | (10) | Common<br>Units | 17  | \$ (   |
| Phantom<br>Units | <u>(1)</u> | 08/14/2012 | А | 21  |    | (11) | (11) | Common<br>Units | 21  | \$ 25. |
| Phantom<br>Units | <u>(1)</u> | 08/14/2012 | М |     | 5  | (11) | (11) | Common<br>Units | 5   | \$ (   |
| Phantom<br>Units | <u>(1)</u> | 08/14/2012 | А | 192 |    | (12) | (12) | Common<br>Units | 192 | \$ 25. |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |                       |  |  |
|---|---------------|-----------|---------|-----------------------|--|--|
|   | Director      | 10% Owner | Officer | Other                 |  |  |
| Fehsenfeld Fred M Jr<br>2780 WATERFRONT PKWY. E. DR., SUITE 200<br>INDIANAPOLIS, IN 46214 | Х             |           |         | Chairman of the Board |  |  |
| Signatures  |               |           |         |                       |  |  |

Date

| R. Patrick Murray, II, as | 08/16/2012 |
|---------------------------|------------|
| attorney-in-fact          | 00/10/2012 |

\*\*Signature of 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) 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 (2)specified 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.

Common units are owned by two trusts for the benefit of Fred M. Fehsenfeld, Jr. ("Fehsenfeld") and his immediate family. The trusts received the units as consideration for certain assets and liabilities that they contributed to the capital of the Issuer in connection with the

Issuer's initial public offering. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by the trusts except to the (3) 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 other purpose.

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. Fred M. Fehsenfeld, Jr. ("Fehsenfeld") 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 (4) Fehsenfeld and members of his immediate and extended family. Fehsenfeld 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 other purpose.
- Common units are owned by Calumet, Incorporated ("Inc."). Inc. received the units as consideration for certain assets and liabilities that (5) it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fred M. Fehsenfeld, Jr. ("Fehsenfeld") is an indirect shareholder and director of Inc. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage

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Group ("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 other purpose.

Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") daughter. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this

(6) Issuer owned by the Heritage Group (THG) except to the extent of his peculiary 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 other purpose.

Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") son. Fehsenfeld disclaims beneficial ownership of the units of the

(7) Issuer owned by The Heritage Group ("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 other purpose.

Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") spouse. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this

(8) Issuer owned by the Heritage Group (THG) except to the extent of his peculiary 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 other purpose.

Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date

- (9) specified 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(10) specified 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.

Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date(11) specified 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.

Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date

(12) specified 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, 2013.

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.