

GENESIS ENERGY LP  
Form 4  
August 10, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GORMAN MARK J

2. Issuer Name and Ticker or Trading Symbol  
GENESIS ENERGY LP [GEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 DALLAS, SUITE 2500  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/08/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Former Director, President CEO

HOUSTON, TX 77002  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(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)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right <sup>(1)</sup>	\$ 9.26	08/08/2006	J <sup>(2)</sup>	5,905 <sub>(2)</sub>					12/31/2006	12/31/2013	Genesis Energy, L.P. Limited Partnership Units	5,905
Stock Appreciation Right <sup>(1)</sup>	\$ 9.26	08/08/2006	J <sup>(2)</sup>	5,905 <sub>(2)</sub>					12/31/2007	12/31/2013	Genesis Energy, L.P. Limited Partnership Units	5,905
Stock Appreciation Right <sup>(1)</sup>	\$ 12.48	08/08/2006	J <sup>(2)</sup>	5,615 <sub>(2)</sub>					01/01/2009	12/31/2014	Genesis Energy, L.P. Limited Partnership Units	5,615
Stock Appreciation Right <sup>(1)</sup>	\$ 11.17	08/08/2006	J <sup>(2)</sup>	5,968 <sub>(2)</sub>					01/01/2010	12/31/2015	Genesis Energy, L.P. Limited Partnership Units	5,968

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN MARK J 500 DALLAS, SUITE 2500 HOUSTON, TX 77002				Former Director, President CEO

## Signatures

Mark J. Gorman  
08/10/2006  
Date

\_\_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) 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.
- (2) These rights were cancelled upon Mr. Gorman's resignation from the Board of Directors of Genesis Energy, L.P. and his resignation as President and CEO.

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.