

Evans Donald L  
Form 4  
March 06, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Evans Donald L

(Last) (First) (Middle)

500 W TEXAS AVENUE, SUITE  
960

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

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

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

03/05/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-----------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price           |                                                                                               |                                                          |                                                       |
| Common Units - Class A          | 03/05/2012                           |                                                    | M                              |                                                                   | 305,908 | A          | \$ 0 <u>(1)</u> | 1,045,178                                                                                     | I                                                        | By Quintana Energy Partners II, L.P. <u>(2)</u>       |
| Common Units - Class A          | 03/05/2012                           |                                                    | M                              |                                                                   | 30,780  | A          | \$ 0 <u>(3)</u> | 105,208                                                                                       | I                                                        | By QEP II Genesis TE Holdco, LP <u>(2)</u>            |
| Common Units - Class A          |                                      |                                                    |                                |                                                                   |         |            |                 | 1,618                                                                                         | I                                                        | By Quintana Capital                                   |

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|                              |            |  |   |       |   |                        |                        |                                                                                 |
|------------------------------|------------|--|---|-------|---|------------------------|------------------------|---------------------------------------------------------------------------------|
| Common<br>Units -<br>Class A |            |  |   |       |   | 6,954                  | I                      | Group GP,<br>Ltd. <sup>(2)</sup><br>By Q GEI<br>Holdings,<br>LLC <sup>(2)</sup> |
| Common<br>Units -<br>Class A |            |  |   |       |   | 3,338                  | I                      | By<br>Quintana<br>Capital<br>Group II,<br>L.P. <sup>(2)</sup>                   |
| Common<br>Units -<br>Class A | 03/05/2012 |  | M | 7,652 | A | \$ 0<br><sup>(4)</sup> | 104,199 <sup>(5)</sup> | D                                                                               |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date Exercisable Expiration Date                               | Title                                                          |
| Waiver<br>Units -<br>Class 1                        | \$ 0 <sup>(1)</sup>                                                | 03/05/2012                              |                                                             | M                                    | 305,908                                                                                                   | 02/16/2012 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>            | Common<br>Units -<br>Class A                                   |
| Waiver<br>Units -<br>Class 1                        | \$ 0 <sup>(3)</sup>                                                | 03/05/2012                              |                                                             | M                                    | 30,780                                                                                                    | 02/16/2012 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>            | Common<br>Units -<br>Class A                                   |
| Waiver<br>Units -<br>Class 1                        | \$ 0 <sup>(4)</sup>                                                | 03/05/2012                              |                                                             | M                                    | 7,652                                                                                                     | 02/16/2012 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>            | Common<br>Units -<br>Class A                                   |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| Evans Donald L<br>500 W TEXAS AVENUE<br>SUITE 960<br>MIDLAND, TX 79701 |               | X         |         |       |

## Signatures

Donald L. Evans 03/06/2012

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) Quintana Energy Partners II, L.P. ("QEP II") elected to convert 305,908 Waiver Units - Class 1 on March 5, 2012, which comprised all of the Waiver Units of that class owned by QEP II. The Waiver Units - Class 1 are convertible into Common Units - Class A on a one-for-one basis, resulting in QEP II's acquisition of a number of Common Units - Class A equal to the number of Waiver Units - Class 1 converted.
- (2) Each of QEP II and QEP II Genesis TE Holdco, LP ("Holdco") has (i) Quintana Capital Group II, L.P. as its general partner ("QCG II") (with Quintana Capital Group GP, Ltd. ("QCG GP") as the general partner of QCG II), (ii) management services provided by QEP Management Co., L.P. ("QEP Management") and (iii) membership interests in Q GEI Holdings, LLC ("Q GEI"). By virtue of the reporting person's relationship with or interest in QCG GP, QCG II, QEP Management and Q GEI, he may be deemed to have shared voting and dispositive power over these securities.
- (3) Holdco elected to convert 30,780 Waiver Units - Class 1 on March 5, 2012, which comprised all of the Waiver Units of that class owned by Holdco. The Waiver Units - Class 1 are convertible into Common Units - Class A on a one-for-one basis, resulting in Holdco's acquisition of a number of Common Units - Class A equal to the number of Waiver Units - Class 1 converted.
- (4) The reporting person elected to convert 7,652 Waiver Units - Class 1 on March 5, 2012, which comprised all of the Waiver Units of that class owned by the reporting person. The Waiver Units - Class 1 are convertible into Common Units - Class A on a one-for-one basis, resulting in the reporting person's acquisition of a number of Common Units - Class A equal to the number of Waiver Units - Class 1 converted.
- (5) The 104,199 Common Units - Class A owned by Donald L. Evans, includes 94,753 Common Units - Class A (including 7,652 Waiver Units - Class 1 which were converted to Common Units - Class A) distributed from Don Evans Group, Ltd to Donald L. Evans in transactions exempt under Rule 16a-13.
- (6) The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units - Class A that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 - \$0.43 per Common Unit; (ii) Class 2 - \$0.46 per Common Unit; (iii) Class 3 - \$0.49 per Common Unit; and (iv) Class 4 - \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units - Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert. The Waiver Units - Class 1 became convertible on February 16, 2012.
- (7) Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.

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.