Nathanson Steven R Form 4 April 11, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Nathanson Steven R

(Zip)

(First) (Middle)

919 MILAM, SUITE 2100

(Street)

(State)

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading Symbol

GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction (Month/Day/Year) 04/10/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

President & COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4)

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

Code V Amount (D) Price

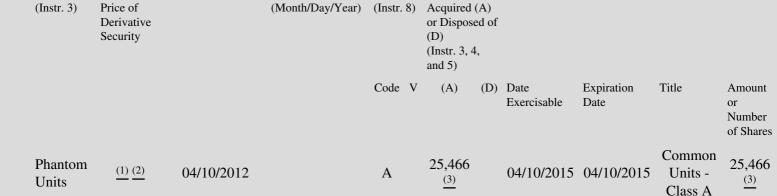
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nathanson Steven R 919 MILAM, SUITE 2100 HOUSTON, TX 77002

President & COO

Signatures

Steven R. 04/11/2012 Nathanson

**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 phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to the date of vesting.
- (2) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each common unit will be paid quarterly on the number of units corresponding to the number of units in the initial grant.
 - Award will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.49 per unit for the fourth quarter of 2014 (which would be paid in the first quarter of 2015), all of the phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2014 is \$0.49 per unit, 50% of the phantom units granted will vest and the remainder will be
- (3) forfeited; (c) if the distribution on the common units for the fourth quarter of 2014 is \$0.53 per unit, 100% of the phantom units granted will vest; and (d) if the distribution on the common units for the fourth quarter of 2014 is \$0.57 per unit or greater, 150% of the phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2014 be between the range of \$0.49 per unit and \$0.57 per unit, the phantom units will vest between 50% and 150% of the number granted on a pro rata basis.

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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