

Davison James E Jr
Form 4
May 28, 2013

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 *
Davison James E Jr

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)
2000 FARMERVILLE HIGHWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2013

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

RUSTON, LA 71270

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units - Class A | 05/23/2013 | | M | 30,608 A | \$ 0 ⁽¹⁾ 415,854 | I | Sarah Margaret Davison Trust ⁽²⁾ |
| Common Units - Class A | 05/23/2013 | | M | 30,607 A | \$ 0 ⁽³⁾ 415,852 | I | William Charles Davison Trust ⁽²⁾ |
| Common Units - Class A | 05/23/2013 | | M | 30,608 A | \$ 0 ⁽⁴⁾ 415,854 | I | James Ellis Davison, III Trust ⁽²⁾ |
| | | | | | 3,783,045 | D | |

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Common
Units -
Class A

Common
Units -
Class A

187,856 I

James E.
and
Margaret
A.B.
Davison
Special
Trust ⁽⁵⁾

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 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. Transaction Code (Instr. 8) | 5. Number of 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Waiver Units - Class 3 | <u>(6)</u> | 02/19/2013 | | G | V 91,823 | <u>(6)</u> 01/01/2021 ⁽⁷⁾ | Common Units - Class A | |
| Waiver Units - Class 3 | \$ 0 <u>(6)</u> | 02/19/2013 | | G | V 30,608 | 05/15/2013 ⁽⁶⁾ 01/01/2021 ⁽⁷⁾ | Common Units - Class A | |
| Waiver Units - Class 3 | \$ 0 <u>(6)</u> | 02/19/2013 | | G | V 30,607 | 05/15/2013 ⁽⁶⁾ 01/01/2021 ⁽⁷⁾ | Common Units - Class A | |
| Waiver Units - Class 3 | \$ 0 <u>(6)</u> | 02/19/2013 | | G | V 30,608 | 05/15/2013 ⁽⁶⁾ 01/01/2021 ⁽⁷⁾ | Common Units - Class A | |

| | | | | | | | |
|------------------------------|---------------------|------------|-----|--------|---------------------------|---------------------------|------------------------------|
| Waiver Units - Class 3 | \$ 0 ⁽¹⁾ | 05/23/2013 | M | 30,608 | 05/15/2013 ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 3 | \$ 0 ⁽³⁾ | 05/23/2013 | M | 30,607 | 05/15/2013 ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 3 | \$ 0 ⁽⁴⁾ | 05/23/2013 | M | 30,608 | 05/15/2013 ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 4 | ⁽⁶⁾ | 02/19/2013 | G V | 91,823 | ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 4 | \$ 0 ⁽⁶⁾ | 02/19/2013 | G V | 30,608 | ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 4 | \$ 0 ⁽⁶⁾ | 02/19/2013 | G V | 30,608 | ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |
| Waiver Units - Class 4 | \$ 0 ⁽⁶⁾ | 02/19/2013 | G V | 30,607 | ⁽⁶⁾ | 01/01/2021 ⁽⁷⁾ | Common Units - Class A |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Davison James E Jr 2000 FARMERVILLE HIGHWAY RUSTON, LA 71270 | X | | | |

Signatures

James E.
Davison, Jr.

05/28/2013

__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) The Sarah Margaret Davison Trust ("SMD Trust") elected to convert 30,608 Waiver Units Class 3 on May 23, 2013, which comprised all of the Waiver Units of that class owned by the SMD Trust. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in SMD Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.

(2) Due to the reporting person's relationship with the beneficiaries and trustees of the SMD Trust, WCD Trust and JED Trust (collectively, the "Trusts"), the reporting person could be deemed to have an indirect pecuniary interest in the Common Units - Class A that are beneficially owned by the Trusts. All Common Units - Class A owned by the Trusts are reported on these lines. The reporting person disclaims beneficial ownership of the Common Units - Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units - Class A for purposes of Section 16 or for any other purpose.

(3) The William Charles Davison Trust ("WCD Trust") elected to convert 30,607 Waiver Units Class 3 on May 23, 2013, which comprised all of the Waiver Units of that class owned by the WCD Trust. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in WCD Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.

(4) The James Ellis Davison, III ("JED Trust") elected to convert 30,608 Waiver Units Class 3 on May 23, 2013, which comprised all of the Waiver Units of that class owned by the JED Trust. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in JED Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.

(5) These Common Units - Class A are beneficially owned by the James E. and Margaret A.B. Davison Special Trust (the "Special Trust"). The reporting person could be deemed to have an indirect pecuniary interest in such Common Units - Class A. All Common Units - Class A owned by the Special Trust are reported on this line. The reporting person disclaims beneficial ownership of these Common Units - Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units - Class A for purposes of Section 16 or for any other purpose.

(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 and Waiver Units Class 2 have previously converted to Common Units Class A. The Waiver Units Class 3 became convertible on May 15, 2013.

(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.

(8) The James Ellis Davison, Jr. Grantor Retained Annuity Trust (the "GRAT") beneficially owned 91,823 Waiver Units Class 3 and 91,823 Waiver Units Class 4. The GRAT terminated and the Waiver Units Class 3 and Waiver Units Class 4 beneficially owned by the GRAT were transferred to the SMD Trust, the WCD Trust and the JED Trust.

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.