#### GENESIS ENERGY LP

Form 4 May 28, 2013

## FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* ROBERTSON CORBIN J III

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

601 JEFFERSON SUITE 3600

(Middle)

GENESIS ENERGY LP [GEL]

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

05/23/2013

\_X\_\_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	d of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Units - Class A	05/23/2013		M	97,484	A	\$ 0 (1)	1,509,555	D	
Common Units - Class A	05/23/2013		M	12,917	A	\$ 0 (2)	185,868	I	By The Corbin J. Robertson III 2009 Family Trust (3)
Common Units - Class A							5,743	I	By Corby and Brooke Robertson

2006 Family Trust (3)

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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		vative Date irities (Month/Day/Year) ired (A) sposed of 3, 4,		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh		
Waiver Units - Class 3	\$ 0 (1)	05/23/2013		M	97,484	05/15/2013 <u>(4)</u>	01/01/2021(5)	Common Units - Class A	97,4		
Waiver Units - Class 3	\$ 0 (2)	05/23/2013		M	12,917	05/15/2013(4)	01/01/2021(5)	Common Units - Class A	12,9		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROBERTSON CORBIN J III						
601 JEFFERSON SUITE 3600	X					

## **Signatures**

HOUSTON, TX 77002

Corbin J. Robertson, III 05/28/2013

\*\*Signature of Reporting Date
Person

Reporting Owners 2

#### Edgar Filing: GENESIS ENERGY LP - Form 4

### **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).
- The reporting person elected to convert 97,484 Waiver Units Class 3 on May 23, 2013 which comprised all of the Waiver Units of that class owned by the reporting person. The Waiver Units Class 3 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 3 converted.
- The Corbin J. Robertson III 2009 Family Trust ("Family Trust") elected to convert 12,917 Waiver Units Class 3 on May 23, 2013, which comprised all of the Waiver Units of that class owned by Family Trust. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in Family Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.
- (3) Members of the immediate family of the Reporting Person are beneficiaries of this trust and the Reporting Person may be deemed to have beneficial ownership of the securities held by it.
  - 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 -
- (4) \$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 2 became convertible on May 15, 2013.
- (5) 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.