

GENESIS ENERGY LP

Form 4

October 04, 2016

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Davison James E Jr

(Last) (First) (Middle)

2000 FARMERVILLE HIGHWAY

(Street)

RUSTON, LA 71270

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2016

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<br>Security<br>(Instr. 3)       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Units -<br>Class A <sup>(1)</sup> | 10/01/2016                              |                                                             | M                                    | 471 <sup>(1)</sup> A <u>2</u>                                           | 3,783,516                                                                                                          | D                                                                    |                                                                   |
| Common<br>Units -<br>Class A <sup>(1)</sup> | 10/01/2016                              |                                                             | D                                    | 471 <sup>(1)</sup> D \$<br><u>2</u>                                     | 3,783,045                                                                                                          | D                                                                    |                                                                   |
| Common<br>Units -<br>Class A                |                                         |                                                             |                                      |                                                                         | 446,461                                                                                                            | I                                                                    | James<br>Ellis<br>Davison,<br>III Trust <sup>(3)</sup>            |
| Common<br>Units -                           |                                         |                                                             |                                      |                                                                         | 446,462                                                                                                            | I                                                                    | Sarah<br>Margaret                                                 |

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|                        |  |         |   |  |  |  |                                                                 |
|------------------------|--|---------|---|--|--|--|-----------------------------------------------------------------|
| Class A                |  |         |   |  |  |  | Davison Trust <sup>(3)</sup>                                    |
| Common Units - Class A |  | 446,460 | I |  |  |  | William Charles Davison Trust <sup>(3)</sup>                    |
| Common Units - Class A |  | 187,856 | I |  |  |  | James E. and Margaret A.B. Davison Special Trust <sup>(4)</sup> |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. D            |                        |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                  | Amount or Number of Shares |
| Phantom Units                              | <u>(2)</u>                                             | 10/01/2016                           |                                                    | M                              |                                                                                         | 471                                                      |     | 10/01/2016                                                    | 10/01/2016      | Common Units - Class A | 471                        |
| Phantom Units                              | <u>(5)</u> <u>(6)</u>                                  | 10/03/2016                           |                                                    | A                              |                                                                                         | 672                                                      |     | 10/03/2019                                                    | 10/03/2019      | Common Units - Class A | 672                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Davison James E Jr  
2000 FARMERVILLE HIGHWAY X  
RUSTON, LA 71270

## Signatures

James E.  
Davison, Jr. 10/04/2016

\*\*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 payment of the phantom units in cash is deemed to be a disposition of the phantom units in exchange for the acquisition of the underlying Common Units - Class A and a simultaneous disposition of the underlying Common Units - Class A to the issuer.
- (2) Upon vesting, the phantom units were paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the date of vesting.

- (3) Due to the reporting person's relationship with the beneficiaries and trustees of the Sarah Margaret Davison Trust, the William Charles Davison Trust and the James Ellis Davison, III 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 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.

- (4) 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.

- (5) The phantom units will be paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the vesting date.

- (6) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each Common Unit - Class A will be accrued over the vesting period and paid quarterly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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