Davison James E Jr Form 4 January 04, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

0.5 response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

(Print or Type Responses)

1(b).

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)	3. Date of Earliest Transaction	(a constant of the constant o		
2000 FARME	ERVILLE H	IGHWAY	(Month/Day/Year) 01/02/2018	X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
RUSTON, LA 71270				Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Units - Class A (1)	01/02/2018		M	559 (1)	A	(2)	3,783,604	D	
Common Units - Class A (1)	01/02/2018		D	559 (1)	D	\$ 22.43 (2)	3,783,045	D	
Common Units - Class A							446,461	I	James Ellis Davison, III Trust (3)
Common Units -							446,462	I	Sarah Margaret

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Class A		Daviso Trust <u>(</u>	
Common Units - Class A	446,460	Williar Charles Daviso Trust <u>(</u>	s on
Common Units - Class A	187,856	James and Margar I A.B. Daviso Special Trust (4)	re on .1
Reminder: Report on a separate line for each class of securities ber	neficially owned directly or indirectly.		
	Persons who respond to the collect	ion of SEC 1474	

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g.,\,\mathrm{puts},\,\mathrm{calls},\,\mathrm{warrants},\,\mathrm{options},\,\mathrm{convertible}\,\,\mathrm{securities})$

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. Numb or Derivative Securities Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(2)</u>	01/02/2018		M		559	01/02/2018	01/02/2018	Common Units - Class A	559
Phantom Units	(5) (6)	01/02/2018		A	1,095		01/02/2021	01/02/2021	Common Units - Class A	1,095

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
	X					

Reporting Owners

Davison James E Jr 2000 FARMERVILLE HIGHWAY RUSTON, LA 71270

Signatures

James E. 01/04/2018 Davison, Jr.

**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 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.
 - 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
- (3) 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.
 - 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
- (4) 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. 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.

Signatures 3