GENESIS ENERGY LP

Form 4 April 28, 2014

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Davis Paul A

(Last)

(First) (Middle)

919 MILAM SUITE 2100

(Street)

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading Symbol

GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction (Month/Day/Year) 04/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

Sr VP - Business Development

Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

Code V Amount (D) Price

4. Securities

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(9-02)

(Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

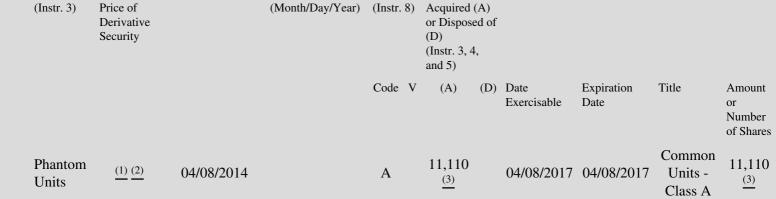
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Davis Paul A 919 MILAM SUITE 2100 HOUSTON, TX 77002

Sr VP - Business Development

Signatures

Paul A. Davis 04/28/2014

**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 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.
- Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each Common Unit Class A 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 \$0.60 per unit for the fourth quarter of 2016 (which would be paid in the first quarter of 2017), all of the phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2016 is \$0.60 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 2016 is \$0.65 per unit, 100% of the phantom units granted will vest; and (d) if the distribution on the common units for the fourth quarter of 2016 is \$0.70 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 2016 be between the range of \$0.60 per unit and \$0.70 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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