GENESIS ENERGY LP

Form 4 April 14, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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)

(Last)

(City)

1. Name and Address of Reporting Person * Smith Stephen M

> (First) (Middle)

919 MILAM, SUITE 2100

(Street)

HOUSTON, TX 77002 (State)

2. Issuer Name and Ticker or Trading

Symbol

GENESIS ENERGY LP [GEL]

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

04/12/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

4. Securities (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

6. Ownership Form: Direct (T) (Instr. 4) Transaction(s)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares Common 19,030 Phantom 19,030 (1)(2)04/12/2016 A 04/12/2019 04/12/2019 Units -(3) (3) Units Class A

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Stephen M 919 MILAM, SUITE 2100 HOUSTON, TX 77002

Vice President

Signatures

Stephen M. 04/14/2016 Smith

**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 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.
- (2) 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 \$0.74 per unit for the fourth quarter of 2018 (which would be paid in the first quarter of 2019), all of the phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2018 is \$0.74 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 2018 is \$0.79 per unit, 100% of the phantom units granted will vest; and (d) if the distribution on the common units for the fourth quarter of 2018 is \$0.85 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 2018 be between the range of \$0.74 per unit and \$0.85 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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