GENESIS ENERGY LP
Form 4
July 06, 2016

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
07/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units - Class A (1)	07/01/2016		M		449 (1)	A	(2)	3,783,494	D	
Common Units - Class A (1)	07/01/2016		D		449 (1)	D	$ 37.97 (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

Class A			Davison Trust (3)
Common Units - Class A	446,460	I	William Charles Davison Trust (3)
Common Units - Class A	187,856	I	James E. and Margaret A.B. Davison Special Trust (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 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 S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(2)	07/01/2016		M			449	07/01/2016	07/01/2016	Common Units - Class A	449	
Phantom Units	(5) (6)	07/01/2016		A		647		07/01/2019	07/01/2019	Common Units - Class A	647	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

Signatures

James E. Davison, Jr. 07/06/2016

**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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