

GENESIS ENERGY LP

Form 4

July 22, 2011

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Quintana Capital Group GP Ltd

(Last) (First) (Middle)

601 JEFFERSON STREET, SUITE
3600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2011

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 ____X____ Other (specify
below) below)

Possible member of 10% group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	07/20/2011		S		891,981	D \$ 26.3 <u>(1)</u>	1,604,165	I	By Quintana Energy Partners II, L.P. <u>(2)</u>
Common Units - Class A	07/20/2011		S		108,019	D \$ 26.3 <u>(1)</u>	185,455	I	By QEP II Genesis TE Holdco, LP <u>(2)</u>
Common Units -							7,062,549	I	By Q GEI Holdings,

Class A

LLC ⁽³⁾

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Quintana Capital Group GP Ltd
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

QUINTANA ENERGY PARTNERS II LP
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

QEP II Genesis TE Holdco LP
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Quintana Capital Group II LP
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Possible member of 10% group

QEP Management Co GP LLC
600 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

QEP Management Co LP
600 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Q GEI Holdings LLC
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Signatures

/s/ Steve Putman 07/22/2011

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 Common Units - Class A were sold pursuant to an underwritten offering. The sales price to the public was \$26.30 and underwriting discounts and commissions were \$1.07.

Quintana Capital Group GP, Ltd. is the general partner of Quintana Capital Group II, L.P., which is the general partner of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. QEP Management Co. GP, LLC is the general partner of QEP Management Co., L.P. (each a "management entity"). Each such management entity provides management services to Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP, and may be deemed to have or share voting power and/or investment power over the units reported in this Form 4 held by such entities. QEP Management Co. GP, LLC is managed by a board of managers and Quintana Capital Group GP, Ltd. is managed by a board of directors (such boards, collectively, the "Quintana Boards"). The members of each Quintana Board are Donald L. Evans, Warren S. Hawkins, Corbin J. Robertson, Jr., Brock E. Morris, Corbin J. Robertson III, and William K. Robertson.
- (3) Q GEI Holdings, LLC is managed by a board of managers (the "Q GEI Board") the members of which are Jimmy A. McDonald, Steve Putman and Corbin J. Robertson III (such individuals, collectively, the "Q GEI Managers"). The Q GEI Board acts unanimously and none of the Q GEI Managers may act individually to vote or sell any of the units covered by this Form 4. Each of the Q GEI Managers is also an employee of Quintana Capital Group GP, Ltd.

Remarks:

Each Reporting Person set forth above disclaims beneficial ownership of all the units reported in this Form 4 except to the extent of its respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any such units.

/s/ Steve Putman, Signed in the following capacities: Quintana Capital Group GP, Ltd., by Steve Putman, Managing Director, signing for itself as the designated filer, as well as in its capacity as the general partner of Quintana Capital Group II, L.P. and on behalf of Quintana Capital Group II, L.P. as the general partner of each of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. QEP Management Co. GP, LLC, by Steve Putman, Authorized Person, is signing for itself as well as in its capacity as the general partner of QEP Management Co., L.P. Q GEI Holdings, LLC, by Steve Putman, Secretary, is signing for itself.

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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