

BUCKEYE PARTNERS, L.P.

Form 4

April 21, 2016

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smith Clark C.

(Last) (First) (Middle)

ONE GREENWAY PLAZA, SUITE  
600

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

BUCKEYE PARTNERS, L.P. [BPL]

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

03/02/2016

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 below) ☐ Other (specify below)

Chair, CEO and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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)
Limited Partner Units	03/02/2016		G	V 5,000 D \$ 0	85,183	D	
Limited Partner Units	03/02/2016		G <sup>(1)</sup>	V 5,000 D \$ 0	80,183	D	
Limited Partner Units	03/02/2016		G <sup>(1)</sup>	V 5,000 A \$ 0	15,293 <sup>(2)</sup>	I	Trust for son
Limited Partner	04/19/2016		S <sup>(3)</sup>	10,000 D \$ 71.0479	70,183	D	

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Units

(4)

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

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SEC 1474  
(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 the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Clark C. ONE GREENWAY PLAZA SUITE 600 HOUSTON, TX 77046	X Chair, CEO and President

## Signatures

/s/ Todd J. Russo, as attorney-in-fact for Clark C. Smith 04/21/2016

\_\_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 transaction represents a gift of the securities to a trust for the benefit of the reporting person's son, who shares the reporting person's household.
- (2) The reporting person disclaims beneficial ownership of these securities because the reporting person is not the trustee of the trust and does not exercise any control over the trustee or derive any economic benefit from the securities. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose. Includes 293 units

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acquired through a distribution reinvestment plan.

- (3) This transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 19, 2016.

- (4) The price reported in Column 4 is a weighted average price. These units were sold in multiple transactions at prices ranging from \$71.00 to \$71.17, inclusive. The reporting person undertakes to provide to Buckeye Partners, L.P., any security holder of BPL Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

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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