

Taylor Jack T
Form 4
July 03, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Taylor Jack T

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

919 MILAM, SUITE 2100

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2018

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

(Street)

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

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

HOUSTON, TX 77002

☒ 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 (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 Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common Units - Class A ⁽¹⁾ | 07/01/2018 | | M | 582 ⁽¹⁾ A | 13,447 | D | |
| Common Units - Class A ⁽¹⁾ | 07/01/2018 | | D | 582 ⁽¹⁾ D | \$ 22.77 ⁽²⁾ | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Units | (2) | 07/01/2018 | | M | 582 | 07/01/2018 07/01/2018 | Common Units - Class A 582 |
| Phantom Units | (3) (4) | 07/02/2018 | | A | 1,183 | 07/02/2021 07/02/2021 | Common Units - Class A 1,183 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Taylor Jack T 919 MILAM, SUITE 2100 HOUSTON, TX 77002 | X |

Signatures

Jack T. Taylor 07/03/2018
 **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).
- 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.
 - 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.
 - 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 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. 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.