TransMontaigne Partners L.P.
Form 3
September 11, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

1. Name and Address of Reporting Person *
Â MORGAN STANLEY

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/01/2006

3. Issuer Name **and** Ticker or Trading Symbol
TransMontaigne Partners L.P. [TLP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partnership interests (1) (2)	0 (1) (2) (3) (4) (5)	I	See Notes (1) (2) (3) (4) (5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Subordinated Units representing limited partnership interest (1) (2)	Â (5)	Â (5)	Common Units	(3) (4) (5)	$ (5)	I	See Notes (1) (2) (3) (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK,Â NYÂ 10036	Â X	Â	Â	Â

Signatures

/s/ Stuart Breslow, authorized signatory of Morgan Stanley	09/11/2006
**Signature of Reporting Person	Date
/s/ Robert P. Kinney Vice President of Morgan Stanley Capital Group Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Stuart Breslow, authorized signatory of Morgan Stanley & Co. Incorporated	09/11/2006
**Signature of Reporting Person	Date
/s/ Kirk Wickman, Managing Director, General Counsel and Secretary of Morgan Stanley DW Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Product Services Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Erik B. Carlson, Corporate Secretary and General Counsel, Coastal Fuels Marketing, Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Services Inc.	09/11/2006
**Signature of Reporting Person	Date
/s/ Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne GP L.L.C.	09/11/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) TransMontaigne Inc. (the "Company") owns 100% of TransMontaigne Services Inc. ("TSI") and TSI is the sole member of TransMontaigne GP L.L.C. ("GP LLC"), which is the sole general partner of, and holds 148,873 general partner units in, TransMontaigne Partners L.P. (the "Issuer") and by virtue of its rights under the Issuer's First Amended and Restated Agreement of Limited Partnership it

may be deemed to control the securities of the Issuer. In addition, GP LLC has certain incentive distribution rights ("IDRs") which represent the right to receive an increasing percentage of quarterly distributions in the Issuer. Each of the reporting persons disclaims beneficial ownership of any of the securities reported herein.

(2) On September 1, 2006, Buffalo Merger Sub Inc. merged with and into the Company and as a result, the Company became a direct, wholly owned subsidiary of Morgan Stanley Capital Group Inc. ("MSCGI"). Pursuant to the Agreement and Plan of Merger dated June 22, 2006, by and among MSCGI, Buffalo Merger Sub Inc. and the Company, each outstanding share of Common Stock, par value $0.01 of the Company was cancelled and converted into the right to receive $11.35 per share, except for shares held by MSCGI and its subsidiaries which were cancelled and no consideration was issued in exchange therefor. Pursuant to the merger each outstanding share of common stock of Buffalo Merger Sub Inc. was converted into a share of Common Stock. MSCGI is a wholly owned subsidiary of Morgan Stanley.

(3) MSCGI directly holds 450,000 subordinated units, which are convertible into common units as described in note 5 below.

(4) TransMontaigne Product Services Inc. and Coastal Fuels Marketing, Inc. directly hold an aggregate of 2,872,266 subordinated units. Each of TransMontaigne Product Services Inc. and Coastal Fuels Marketing, Inc. is a wholly owned subsidiary of the Company.

(5) Each subordinated unit will convert into one common unit at the end of the subordination period, which will end once the Issuer meets certain financial tests, but not before June 30, 2008. These financial tests require the Issuer to have earned and paid the minimum quarterly distribution and arrearages (if any) on all of its outstanding units for any three consecutive four quarter periods.

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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