

Davison James E Jr  
 Form 4  
 December 30, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Davison James E Jr

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)  
 2000 FARMERVILLE HIGHWAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/28/2010

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

RUSTON, LA 71270  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)                                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units - Class A          | 12/28/2010                           |  | A                              | 1,049,406   | A <u>(1)</u> 1,049,406  | I <u>(4)</u>   | By James Ellis Davison, Jr. Grantor Retained Annuity Trust <u>(4)</u> |

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

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SEC 1474 (9-02)

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number.

**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                              |
| Waiver Units - Class 1                     | (2)  | 12/28/2010                           |  | A                              | 91,823  | (2) 01/01/2021(3)  | Common Units - Class A 91,823                                 |
| Waiver Units - Class 2                     | (2)  | 12/28/2010                           |  | A                              | 91,823  | (2) 01/01/2021(3)  | Common Units - Class A 91,823                                 |
| Waiver Units - Class 3                     | (2)  | 12/28/2010                           |  | A                              | 91,823  | (2) 01/01/2021(3)  | Common Units - Class A 91,823                                 |
| Waiver Units - Class 4                     | (2)  | 12/28/2010                           |  | A                              | 91,823  | (2) 01/01/2021(3)  | Common Units - Class A 91,823                                 |

