

GENESIS ENERGY LP  
Form 4  
December 05, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)  
2000 FARMERVILLE HIGHWAY  
(Street)  
RUSTON, LA 71270  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2014

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)

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)
Common Units - Class A	12/04/2014		M	30,608 A	\$ 0 (1) 446,462	I	Sarah Margaret Davison Trust (2)
Common Units - Class A	12/04/2014		M	30,608 A	\$ 0 (3) 446,460	I	William Charles Davison Trust (2)
Common Units - Class A	12/04/2014		M	30,607 A	\$ 0 (4) 446,461	I	James Ellis Davison, III Trust (2)
					3,783,045	D	

Common  
Units -  
Class A

Common  
Units -  
Class A

187,856 I

James E.  
and  
Margaret  
A.B.  
Davison  
Special  
Trust <sup>(5)</sup>

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Waiver Units - Class 4	\$ 0 <sup>(1)</sup>	12/04/2014		M	30,608	11/14/2014 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>	Common Units - Class A	30,608
Waiver Units - Class 4	\$ 0 <sup>(3)</sup>	12/04/2014		M	30,608	11/14/2014 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>	Common Units - Class A	30,608
Waiver Units - Class 4	\$ 0 <sup>(4)</sup>	12/04/2014		M	30,607	11/14/2014 <sup>(6)</sup> 01/01/2021 <sup>(7)</sup>	Common Units - Class A	30,607

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: GENESIS ENERGY LP - Form 4

Director 10% Owner Officer Other

Davison James E Jr  
2000 FARMERVILLE HIGHWAY X  
RUSTON, LA 71270

## Signatures

James E.  
Davison, Jr. 12/05/2014

\*\*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 Sarah Margaret Davison Trust ("SMD Trust") elected to convert 30,608 Waiver Units Class 4 on December 4, 2014, which comprised all of the Waiver Units of that class owned by the SMD Trust. The Waiver Units Class 4 are convertible into Common Units Class A on a one-for-one basis, resulting in SMD Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 4 converted.

(2) Due to the reporting person's relationship with the beneficiaries and trustees of the SMD Trust, WCD Trust and JED Trust (collectively, the "Trusts"), the reporting person could be deemed to have an indirect pecuniary interest in the Common Units - Class A that are beneficially owned by the Trusts. All Common Units - Class A owned by the Trusts are reported on these lines. The reporting person disclaims beneficial ownership of the Common Units - Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units - Class A for purposes of Section 16 or for any other purpose.

(3) The William Charles Davison Trust ("WCD Trust") elected to convert 30,608 Waiver Units Class 4 on December 4, 2014, which comprised all of the Waiver Units of that class owned by the WCD Trust. The Waiver Units Class 4 are convertible into Common Units Class A on a one-for-one basis, resulting in WCD Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 4 converted.

(4) The James Ellis Davison, III ("JED Trust") elected to convert 30,607 Waiver Units Class 4 on December 4, 2014, which comprised all of the Waiver Units of that class owned by the JED Trust. The Waiver Units Class 4 are convertible into Common Units Class A on a one-for-one basis, resulting in JED Trust's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 4 converted.

(5) These Common Units Class A are beneficially owned by the James E. and Margaret A.B. Davison Special Trust (the "Special Trust"). The reporting person could be deemed to have an indirect pecuniary interest in such Common Units Class A. All Common Units Class A owned by the Special Trust are reported on this line. The reporting person disclaims beneficial ownership of these Common Units Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units Class A for purposes of Section 16 or for any other purpose.

(6) The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units Class A that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 - \$0.43 per Common Unit; (ii) Class 2 - \$0.46 per Common Unit; (iii) Class 3 - \$0.49 per Common Unit; and (iv) Class 4 - \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units - Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert. The Waiver Units Class 1, Waiver Units Class 2 and Waiver Units Class 3 have previously converted to Common Units Class A. The Waiver Units Class 4 became convertible on November 14, 2014.

(7) Waiver Units that had not become convertible by January 1, 2021 would have, as of the close of business on such date, automatically been cancelled.

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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