

Calumet Specialty Products Partners, L.P.

Form 8-K

January 28, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 28, 2009 (January 22, 2009)**

**CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**000-51734**

(Commission File Number)

**37-1516132**

(IRS Employer  
Identification No.)

**2780 Waterfront Pkwy E. Drive**

**Suite 200**

**Indianapolis, Indiana 46214**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(317) 328-5660**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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On January 22, 2009, the Board of Directors (the *Board*) of Calumet GP, LLC (the *Company*), which is the general partner of Calumet Specialty Products Partners, L.P. (the *Partnership*), made discretionary awards of phantom units (the *Phantom Unit Awards*) to certain participants in the Calumet Specialty Products Partners, L.P. Executive Deferred Compensation Plan (the *Plan*) in the amounts shown below for named executive officers.

The Phantom Unit Awards vest in one-quarter increments over a four year period, subject to earlier vesting on a change of control or upon a termination without cause or due to death, disability or retirement. In connection with the Phantom Unit Awards, the Board approved a form of Phantom Unit Grant Agreement to be used for grants of phantom units under the Plan, a copy of which is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference

The following named executive officers received Phantom Unit Awards in the amounts indicated:

Officer	Phantom Unit Awards
R. Patrick Murray, II, Vice President and Chief Financial Officer	2,000
Allan A. Moyes, III, Executive Vice President	1,000
Jennifer G. Straumins, Senior Vice President	4,000

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number	Description
99.1	Form of Phantom Unit Grant Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.**

By: **CALUMET GP, LLC**,  
its General Partner

By: /s/ R. Patrick Murray, II

Name: R. Patrick Murray, II  
Title: Vice President, Chief Financial Officer and  
Secretary

January 28, 2009

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Form of Phantom Unit Grant Agreement