

Calumet Specialty Products Partners, L.P.
 Form 4
 February 18, 2011

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

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 *
 Heritage Group

2. Issuer Name and Ticker or Trading Symbol
 Calumet Specialty Products Partners, L.P. [CLMT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 13(d) 10% Group Member

(Last) (First) (Middle)
 5400 WEST 86TH STREET P.O.
 BOX 68123
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2011

INDIANAPOLIS, IN 46268

4. 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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Units | 02/16/2011 | | C | | 6,581,373 | A | ② 9,782,209 | D | |
| Common Units | 02/16/2011 | | C | | 1,342,401 | A | ② 1,934,287 | I | See footnote (1) |
| Common Units | 02/16/2011 | | C | | 832,803 | A | ② 1,200,000 | I | See footnote (3) |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Subordinated Units representing limited partner interests | (2) | 02/16/2011 | | C | 1,342,401 | (2) (2) | Common Units representing limited partner interests |
| Subordinated Units representing limited partner interests | (2) | 02/16/2011 | | C | 6,581,373 | (2) (2) | Common Units representing limited partner interests |
| Subordinated Units representing limited partner interests | (2) | 02/16/2011 | | C | 832,803 | (2) (2) | Common Units representing limited partner interests |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heritage Group
5400 WEST 86TH STREET P.O. BOX 68123
INDIANAPOLIS, IN 46268

X 13(d) 10% Group Member

Signatures

/s/ John P.
Vercruyse, CFO

02/18/2011

Date

Signature of Reporting
Person

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) These units are owned by Calumet, Incorporated ("Inc."). The reporting person is an indirect shareholder of Inc. The reporting person disclaims beneficial ownership of the units of the Issuer owned by Inc. except to the extent of its pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for purposes of Section 16 or for any other purpose.

(2) Subject to the Issuer's satisfaction of certain conditions, the Subordinated Units were convertible into Common Units on a one-for-one basis at the end of the subordination period, but in no event before December 31, 2010, and had no expiration date. On February 14, 2011, the Issuer satisfied the last of these conditions for the conversion of all outstanding Subordinated Units into Common Units on a one-for-one basis. As a result, on February 16, 2011, all of the Subordinated Units beneficially owned by the reporting person converted into Common Units on a one-for-one basis.

(3) The Units are owned by The Heritage Group Investment Company, LLC, a limited liability company for which Heritage serves as the Manager and which is wholly owned by the thirty grantor trusts that are the sole general partners and owners of Heritage. Heritage disclaims beneficial ownership of the Units owned by The Heritage Group Investment Company, LLC, except to the extent of any pecuniary interest therein, and the inclusion of these Units in this report shall not be deemed an admission of beneficial ownership of all the reported Units for purposes of Section 16 or for any other purpose.

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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