Edgar Filing: PAPE KAREN N - Form 4

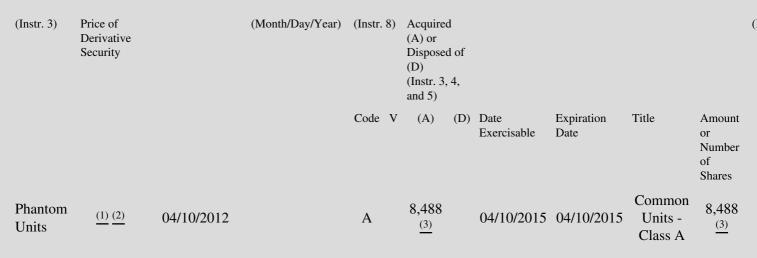
Form 4	N								
April 11, 2012	L								PPROVAL
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005
subject to Section 16. Form 4 or									average urs per . 0.5
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Co		inge Act of 1934, t of 1935 or Secti 1940		
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> PAPE KAREN N			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)	3. Date of	of Earliest T	ransaction	1	(Chi	ek all applicabl	C)
919 MILAM SUITE 2100			(Month/Day/Year) 04/10/2012				Director 10% Owner X Officer (give title Other (specify below) below) SVP & Controller		
(Street)			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 			
HOUSTON, TX	. 77002						Person	where than one it	epotung
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Secur nAcquired Disposed (Instr. 3,	d (A) or d of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	-	-	-		
					infor requ	mation con ired to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

Edgar Filing: PAPE KAREN N - Form 4



Reporting Owners

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
PAPE KAREN N 919 MILAM SUITE 2100 HOUSTON, TX 77002			SVP & Controller						
Signatures									
Karen N. Pape	04/11/2012								
<u>**</u> 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 phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to the date of vesting.
- (2) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each common unit will be paid quarterly on the number of units corresponding to the number of units in the initial grant.

Award will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.49 per unit for the fourth quarter of 2014 (which would be paid in the first quarter of 2015), all of the phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2014 is \$0.49 per unit, 50% of the phantom units granted will vest and the remainder will be

(3) forfeited; (c) if the distribution on the common units for the fourth quarter of 2014 is \$0.53 per unit, 100% of the phantom units granted will vest; and (d) if the distribution on the common units for the fourth quarter of 2014 is \$0.57 per unit or greater, 150% of the phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2014 be between the range of \$0.49 per unit and \$0.57 per unit, the phantom units will vest between 50% and 150% of the number granted on a pro rata basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.