

Sturdivant Robert C
Form 4
October 09, 2012

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 *
Sturdivant Robert C

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)
601 JEFFERSON STREET, SUITE 3600

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2012

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

(Street)
HOUSTON, TX 77002

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Units - Class A	10/05/2012		S	992,836	D	\$ 32.15 ⁽¹⁾	358,250	I	By Quintana Energy Partners II, L.P. ⁽²⁾
Common Units - Class A	10/05/2012		S	358,250	D	\$ 30	0	I	By Quintana Energy Partners II, L.P. ⁽²⁾
Common Units -	10/05/2012		S	99,930	D	\$ 32.15	36,058	I	By QEP II Genesis

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Class A					<u>(1)</u>				TE Holdco, LP <u>(2)</u>
Common Units - Class A	10/05/2012	S	36,058	D	\$ <u>30</u> ⁽¹⁾	0		I	By QEP II Genesis TE Holdco, LP <u>(2)</u>
Common Units - Class A	10/05/2012	S	1,189	D	\$ <u>32.15</u> ⁽¹⁾	429		I	By Quintana Capital Group GP, Ltd. <u>(2)</u>
Common Units - Class A	10/05/2012	S	429	D	\$ 30	0		I	By Quintana Capital Group GP, Ltd. <u>(2)</u>
Common Units - Class A	10/05/2012	S	5,110	D	\$ <u>32.15</u> ⁽¹⁾	1,844		I	By Q GEI Holdings, LLC <u>(2)</u>
Common Units - Class A	10/05/2012	S	1,844	D	\$ 30	0		I	By Q GEI Holdings, LLC <u>(2)</u>
Common Units - Class A	10/05/2012	S	2,453	D	\$ <u>32.15</u> ⁽¹⁾	885		I	By Quintana Capital Group II, L.P. <u>(2)</u>
Common Units - Class A	10/05/2012	S	885	D	\$ 30	0		I	By Quintana Capital Group II, L.P. <u>(2)</u>
Common Units - Class A						21,341		D	

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)

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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)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units - Class B	(3)	10/05/2012		S	7,534	(3)	(3)	Common Units - Class A	7,534
Common Units - Class B	(3)	10/05/2012		S	885	(3)	(3)	Common Units - Class A	885
Common Units - Class B	(3)	10/05/2012		S	21,316	(3)	(3)	Common Units - Class A	21,316

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sturdivant Robert C 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002	X			

Signatures

Robert Sturdivant
10/09/2012

__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 Common Units - Class A were sold pursuant to an underwritten offering. The sales price to the public was \$32.15 and underwriting discounts and commissions were \$0.53.
 - (2) Each of Quintana Energy Partners II, L.P. ("QEP II") and QEP II Genesis TE Holdco, LP ("Holdco") has (i) Quintana Capital Group II, L.P. as its general partner ("QCG II") (with Quintana Capital Group GP, Ltd. ("QCG GP") as the general partner of QCG II), (ii) management services provided by QEP Management Co., L.P. ("QEP Management") and (iii) membership interests in Q GEI Holdings,

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LLC ("Q GEI"). By virtue of the reporting person's relationship with or interests in QCG GP, QCG II, QEP Management and Q GEI, he may be deemed to have shared voting and dispositive power over these securities.

- (3) Common Units - Class B are entitled to all the rights, preferences and privileges of the Common Units - Class A (and have the right to elect the directors of Genesis Energy, LLC, the general partner of the Partnership, and related rights) and will convert on a one-for-one basis upon (i) automatic conversion upon the removal of the general partner of the Partnership and the appointment of a successor or (ii) the holder's election.

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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