

Davison James E Jr
 Form 4
 April 03, 2013

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 *
 Davison James E Jr

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)
 2000 FARMERVILLE HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2013

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

RUSTON, LA 71270

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units - Class A (1)	04/01/2013		M		948 (1)	A	2	3,783,993	D	
Common Units - Class A (1)	04/01/2013		D		948 (1)	D	\$ 47.06 (2)	3,783,045	D	
Common Units - Class A	01/31/2013		G	V	1,155,737	D	\$ 0	0	I	James Ellis Davison Jr.

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									Grantor
									Retained
									Annuity
									Trust ⁽³⁾
									<u>(4)</u>
Common									Sarah
Units -	01/31/2013		G V	385,246	A	\$ 0	385,246	I	Margaret
Class A									Davison
									Trust ⁽³⁾
									<u>(4)</u>
Common									William
Units -	01/31/2013		G V	385,245	A	\$ 0	385,245	I	Charles
Class A									Davison
									Trust ⁽³⁾
									<u>(4)</u>
Common									James
Units -	01/31/2013		G V	385,246	A	\$ 0	385,246	I	Ellis
Class A									Davison,
									III Trust
									⁽³⁾ ⁽⁴⁾
									<u>(3)</u> <u>(4)</u>
Common									James E.
Units -							187,856	I	and
Class A									Margaret
									A.B.
									Davison
									Special
									Trust ⁽⁵⁾
									<u>(5)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Amount or Number	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of	
								Shares	
Phantom Units	<u>(2)</u>	04/01/2013	M	948	04/01/2013	04/01/2013	Common Units - Class A	948	
Phantom Units	<u>(6)</u> <u>(7)</u>	04/01/2013	A	391	04/01/2016	04/01/2016	Common Units - Class A	391	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davison James E Jr 2000 FARMERVILLE HIGHWAY RUSTON, LA 71270			X	

Signatures

James E.
Davison, Jr. 04/03/2013

 **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 payment of the phantom units in cash is deemed to be a disposition of the phantom units in exchange for the acquisition of the underlying Common Units - Class A and a simultaneous disposition of the underlying Common Units - Class A to the issuer.
- (2) Upon vesting, the phantom units were paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the date of vesting.

The James Ellis Davison, Jr. Grantor Retained Annuity Trust (the "GRAT") beneficially owned 1,155,737 Common Units - Class A. On January 31, 2013, the GRAT terminated and the Common Units - Class A beneficially owned by the GRAT were transferred to the Sarah Margaret Davison Trust, the William Charles Davison Trust and the James Ellis Davison, III Trust (collectively, the "Trusts"). As the beneficiary of the GRAT, the reporting person could be deemed to have an indirect pecuniary interest in the Common Units - Class A that were beneficially owned by the GRAT. Due to the reporting person's relationship with the beneficiaries and trustees of 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.
- (3) (continued from Footnote 3) -- 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.
- (4) 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.
- (5) The phantom units will be paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the date of vesting.
- (6)
- (7)

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Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each Common Unit - Class A will be accrued over the vesting period and paid quarterly.

Remarks:

The reporting person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of his pecuniary interest.

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.