### Edgar Filing: HOLLY ENERGY PARTNERS LP - Form 4

#### HOLLY ENERGY PARTNERS LP

Form 4

March 26, 2013

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

1(b).

may continue. See Instruction 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 \*

HollyFrontier Corp

(Last) (First)

(Middle)

2828 N. HARWOOD, SUITE 1300

(Street)

DALLAS, TX 75201

(City)

2. Issuer Name and Ticker or Trading

Symbol

HOLLY ENERGY PARTNERS LP [HEP]

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

03/22/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

Code V

S

Person

(Instr. 3, 4 and 5)

Amount

1.875.000

Transaction Disposed of (D)

4. Securities Acquired (A)

(A)

or

(D)

D

Price

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

03/22/2013

Common Units

Units

Common

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director X\_\_ 10% Owner \_X\_ Other (specify Officer (give title below) below)

Please see remarks 6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of Indirect

Securities Ownership Beneficially Form: Direct (D) Owned Following or Indirect Reported

Transaction(s) (Instr. 4) (Instr. 3 and 4)

22,235,024 (1) 39.17

I

See Footnote

(2)(3)

Beneficial

Ownership

(Instr. 4)

 $145,006 \frac{(1)}{2}$ D

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

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**SEC 1474** (9-02)

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# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	į
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						1
	•				(A) or						1
					Disposed						,
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	<b></b> .	or		
						Exercisable Date	•	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Numer/Address	Director	10% Owner	Officer	Other		
HollyFrontier Corp 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		Х		Please see remarks		
HollyFrontier Holdings LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		Х		Please see remarks		
Holly Logistics Ltd LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		X		Please see remarks		
Navajo Pipeline Co., L.P. 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		X		Please see remarks.		
Navajo Refining Company, L.L.C. 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		X		Please see remarks.		
Holly Refining & Marketing Co - Woods Cross LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201		X		Please see remarks		

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## **Signatures**

Michael C. Jennings, CEO & President					
**Signature of Reporting Person	Date				
Michael C. Jennings CEO & President					
**Signature of Reporting Person	Date				
Holly Logistic Services, L.L.C., its sole member / Bruce R. Shaw, President	03/26/2013				
**Signature of Reporting Person	Date				
Navajo Pipeline GP, L.L.C., its general partner / Michael C. Jennings, CEO & President	03/26/2013				
**Signature of Reporting Person	Date				
Michael C. Jennings, CEO & President	03/26/2013				
**Signature of Reporting Person	Date				
Michael C. Jennings, CEO & President	03/26/2013				

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*Signature of Reporting Person

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As of the date hereof, the reporting "group" for the purposes of Section 13(d) of the Exchange Act consists of HollyFrontier Corporation ("HFC"), HollyFrontier Holdings LLC ("Holdings"), Holly Logistics Limited LLC ("Logistics"), Navajo Pipeline Co., L.P. ("NPC"), Navajo Refining Company, L.L.C. ("NRC") and Holly Refining & Marketing Company - Woods Cross LLC ("HRMC"). On January 16,

Date

- (1) 2013, the Common Units of the Issuer split two-for-one, resulting in the group's ownership of additional Common Units of the Issuer, which, following such two-for-one split, were held 145,006 by HFC, 2,059,800 by Holdings, 21,615,230 by Logistics, 254,880 by NPC, 119,688 by NRC and 60,426 by HRMC. HFC is the beneficial owner of, and has sole voting and disposition power over, 5,006 Common Units it holds directly. 140,000 of the Common Units held of record by HFC are held by HFC as nominee for NPC.
- (2) In the transaction occurring on March 22, 2013, Holdings sold 1,875,000 Common Units of the Issuer it held directly, resulting in Holdings directly holding 184,800 Common Units of the Issuer.
- The joint filers are jointly filing this Form 4 and information regarding the joint filers is available on this Form 4. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

#### **Remarks:**

HFC directly owns 100% of each of Holdings, NRC and HRMC, and indirectly owns 100% of each of Logistics and NPC.

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.

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