

GLOBAL PARTNERS LP

Form 4

March 19, 2015

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Global GP LLC

(Last) (First) (Middle)

800 SOUTH STREET, SUITE 500

(Street)

WALTHAM, MA 02454-9161

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GLOBAL PARTNERS LP [GLP]

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

01/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Partner

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 representing limited partner interests	01/15/2015		J ⁽¹⁾		2,708	D	\$ 37.18 <u>(3)</u>	398,160	D
Common units representing limited partner interests	01/15/2015		J ⁽²⁾		10,266	D	\$ 37.18 <u>(3)</u>	387,894	D

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Common
units
representing
limited
partner
interests

03/18/2015 03/18/2015 P⁽⁴⁾ 7,925 A \$ 35.7
(5) 395,819 D

Common
units
representing
limited
partner
interest

03/19/2015 03/19/2015 P⁽⁴⁾ 12,600 A \$
(6) 36.66 408,419 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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Global GP LLC
800 SOUTH STREET
SUITE 500
WALTHAM, MA 02454-9161

General Partner

Signatures

Edward J. Faneuil, Attorney-in-Fact for Global GP
LLC

03/19/2015

__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).

Represents delivery of common units in satisfaction of Global GP LLC's obligation to deliver common units under grants approved on
(1) June 27, 2013, and on September 23, 2013, under the Global Partners LP Long-Term Incentive Plan (as amended and restated effective June 22, 2012) ("LTIP") to certain officers, directors and employees.

(2) Represents delivery of common units in satisfaction of Global GP LLC's obligation to deliver common units under a grant approved on January 15, 2015, under the LTIP to certain officers, directors and employees.

(3) Closing market price on January 15, 2015.

Global GP LLC is purchasing common units for the purpose of meeting its anticipated obligations to deliver common units under the
(4) LTIP to certain officers, directors and employees. The reporting person disclaims any pecuniary interest in these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16.

The price reported is a weighted average price. The common units shown on Line 3 in Column 4 were purchased in multiple transactions
(5) at prices ranging from \$35.07 to \$36.00, inclusive. The reporting person undertakes to provide to Global Partners LP, any security holder of Global Partners LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (5) to this Form 4.

The price reported is a weighted average price. The common units shown on Line 4 in Column 4 were purchased in multiple transactions
(6) at prices ranging from \$36.03 to \$37.00, inclusive. The reporting person undertakes to provide to Global Partners LP, any security holder of Global Partners LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (6) to this Form 4.

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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