## Edgar Filing: Davison James E - Form 4

Form 4											
August 23, 2 FORM	RITIES AND EXCHANGE COMMISSION shington, D.C. 20549					OMB APPROVAL OMB 3235-0287 Number:					
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pu Section 17	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								January 31, 2005 Stimated average urden hours per esponse 0.5	
(Print or Type F	Responses)										
Davison James E Symbol GENES			Symbol	r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			GENESIS ENERGY LP [GEL] 3. Date of Earliest Transaction					(Check all applicable)			
2000 FARMERVILLE HIGHWAY			(Month/Day/Year) 08/21/2012					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
RUSTON, L	.A 71270							Form filed by M Person	Nore than One Re	porting	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Units - Class A	08/21/2012			Code V M	Amount 91,823	(D) A	Price \$ 0 (1)	(Instr. 3 and 4) 1,233,052	D		

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.

 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Date rities (Month/Day/Year) ired (A) sposed of $\therefore 3, 4,$		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Waiver Units - Class 2	\$ 0 <u>(1)</u>	08/21/2012		М	91,823	08/14/2012 <u>(2)</u>	01/01/2021( <u>3)</u>	Common Units - Class A	91,8

## **Reporting Owners**

 Relationships

 Reporting Owner Name / Address
 Director
 10% Owner
 Officer
 Other

 Davison James E
 2000 FARMERVILLE HIGHWAY
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## **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 reporting person elected to convert 91,823 Waiver Units - Class 2 on August 21, 2012, which comprised all of the Waiver Units of that class owned by the reporting person. The Waiver Units - Class 2 are convertible into Common Units - Class A on a one-for-one basis, resulting in the reporting person's acquisition of a number of Common Units - Class A equal to the number of Waiver Units - Class 2 converted.

The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible into Common Units - Class A on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units that has a coverage ratio of at least 1.10 and equals or exceeds the applicable

- (2) distribution level: (i) Class 1 \$0.43 per Common Unit; (ii) Class 2 \$0.46 per Common Unit; (iii) Class 3 \$0.49 per Common Unit; and (iv) Class 4 \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert. The Waiver Units Class 2 became convertible on August 14, 2012.
- (3) Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.

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.

Reporting Person