Davison James E Jr Form 4 July 03, 2018

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

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

OMB APPROVAL

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Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Davison James E Jr Issuer Symbol GENESIS ENERGY LP [GEL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 2000 FARMERVILLE HIGHWAY 07/01/2018 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RUSTON, LA 71270 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D)

		Code v	Amount	(D)	Price			
Common Units - Class A (1)	07/01/2018	M	567 (1)	A	(2)	3,783,612	D	
Common Units - Class A (1)	07/01/2018	D	567 <u>(1)</u>	D	\$ 22.77 (2)	3,783,045	D	
Common Units - Class A						446,461	I	James Ellis Davison, III Trust (3)
Common Units -						446,462	I	Sarah Margaret

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Class A		Davison Trust (3)
Common Units - Class A	446,460 I	William Charles Davison Trust (3)
Common Units - Class A	187,856 I	James E. and Margare A.B. Davison Special Trust (4)
Reminder: Report on a separate line for each class of securities by	peneficially owned directly or indirectly.	
	Persons who respond to the collection	of SEC 1474

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.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Own	ied
(e.g., puts, calls, warrants, options, convertible securities)	

1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	S. Number of Derivation Securitic Acquires or Disposition (D) (Instr. 3 and 5)	es ed (A) osed of			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(2)	07/01/2018		M		567	07/01/2018	07/01/2018	Common Units - Class A	567
Phantom Units	(5) (6)	07/02/2018		A	1,154		07/02/2021	07/02/2021	Common Units - Class A	1,154

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	X						

Reporting Owners 2 Davison James E Jr 2000 FARMERVILLE HIGHWAY RUSTON, LA 71270

Signatures

James E. 07/03/2018 Davison, Jr.

**Signature of Date
Reporting Person

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.
 - Due to the reporting person's relationship with the beneficiaries and trustees of the Sarah Margaret Davison Trust, the William Charles Davison Trust and the James Ellis Davison, III Trust (collectively, 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. All Common Units Class A owned by the
- (3) Pecuniary interest in the Common Units Class A that are beneficially owned by the Trusts. All Common Units Class A owned by the Trusts are reported on these lines. 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.
 - 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
- (4) 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 vesting date.
- (6) 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.

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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