

Parsons Jerry A
Form 4
February 17, 2009

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 *
Parsons Jerry A

2. Issuer Name **and** Ticker or Trading
Symbol
SemGroup Energy Partners, L.P.
[SGLP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

6120 SOUTH YALE
AVENUE, SUITE 500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
EVP of GP of Issuer

TULSA, OK 74136

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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(A) Code (Instr. 8)	4. Securities Acquired 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	(D)	Price
Common units representing limited partner interests	02/13/2009		F		6,390 (1)	D	\$ 3.51
					14,910	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Repor 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

Parsons Jerry A
6120 SOUTH YALE AVENUE
SUITE 500
TULSA, OK 74136

EVP of GP of Issuer

Signatures

/s/ Jerry A.
Parsons

02/17/2009

__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).

As disclosed in a Current Report on Form 8-K filed on July 21, 2008, the phantom units owned by Mr. Parsons vested on a change of control of the general partner, SemGroup Energy Partners G.P., L.L.C. (the "General Partner"), of SemGroup Energy Partners, L.P. (the

- (1) "Partnership"). 20,000 phantom units were reported as owned in prior Form 4 filings. The vested phantom units have since been issued to Mr. Parsons and 6,390 common units were withheld on February 13, 2009 to fulfill tax obligations as permitted by the Long-Term Incentive Plan of the General Partner.

Remarks:

Mr. Parsons is an Executive Vice President of SemGroup Energy Partners G.P., L.L.C., the general partner of SemGroup Energy Partners, L.P.

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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