

GENESIS ENERGY LP  
Form 4  
July 27, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DENBURY RESOURCES INC

(Last) (First) (Middle)  
5100 TENNYSON  
PARKWAY, SUITE 3000  
(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction (Month/Day/Year)  
07/25/2007

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 below) \_\_\_X\_\_\_ Other (specify below)  
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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/25/2007                           |  | P                              |   | 1,074,882   | A  | \$ 20.8                           |
|                                 |                                      |  |                                |   | 2,094,323   | I  |                                   |

See Remarks

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.**

SEC 1474 (9-02)

**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. 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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                            |
| DENBURY RESOURCES INC<br>5100 TENNYSON PARKWAY<br>SUITE 3000<br>PLANO, TX 75024     |               |           |         |       | See Remarks                |
| DENBURY GATHERING & MARKETING INC<br>5100 TENNYSON PKWY<br>#1200<br>PLANO, TX 75024 |               |           |         |       | See Remarks                |
| Genesis Energy, Inc.<br>500 DALLAS, SUITE 2500<br>HOUSTON, TX 77002                 |               |           |         |       | See Remarks                |

## Signatures

|   |            |
|---|------------|
| Phil Rykhoek - Denbury Resources Inc.             | 07/27/2007 |
| __Signature of Reporting Person                   | Date       |
| Phil Rykhoek - Denbury Gathering & Marketing Inc. | 07/27/2007 |
| __Signature of Reporting Person                   | Date       |
| Ross Benavides - Genesis Energy Inc.              | 07/27/2007 |
| __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).

### Remarks:

1. To maintain its 7.25% limited partner interest in Genesis Energy, L.P. following the issuance of shares in the Davison acquisition.

2. Genesis Energy, Inc., the general partner of Genesis Energy, L.P., directly owns a 7.25% limited partner interest in Genesis

3. These common units are owned directly by Genesis Energy, Inc. which is a wholly-owned subsidiaray of Denbury Gatherin

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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