Buckeye GP Holdings L.P. Form 3

August 02, 2006

## FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Buckeye GP Holdings L.P. [BGH] Shea William H JR (Month/Day/Year) 08/02/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5002 BUCKEYE ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner \_X\_\_ Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person EMMAUS. PAÂ 18049 (give title below) (specify below) Form filed by More than One COB, Pres & CEO, Dir of BGH Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â  $0^{(1)}$ D **BGH** Trust for the Benefit of Susan 0 I **BGH** Martinelli Shea (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security		- · · · · · · · · · · · · · · · · · · ·	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		(Instr. 4)	Price of	Derivative	

#### Edgar Filing: Buckeye GP Holdings L.P. - Form 3

Date Expiration Title Exercisable Date

Amount or Derivative Number of Security Shares

Security: Direct (D) or Indirect

(I) (Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Relationships

Shea William H JR 5002 BUCKEYE ROAD EMMAUS, PAÂ 18049

COB, Pres & CEO, Dir of BGH Â

**Signatures** 

WILLIAM H. 08/02/2006 SHEA, JR.

\*\*Signature of Reporting Date

equity securities of the Issuer.

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 3 is being filed in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 which was filed on (1) August 2, 2006 (File No. 333-133433). At the IPO closing, Mr. Shea will contribute certain equity interests to the Issuer in exchange for
- (2) Mr. Shea is a trustee and the trust is for the benefit of a member of Mr. Shea's family. Mr. Shea may be deemed to have beneficial ownership of the common units owned by the trust. Mr. Shea disclaims beneficial ownership of all such common units.

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 Owners 2