

Davison James E  
 Form 4  
 October 04, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Davison James E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2000 FARMERVILLE HIGHWAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/01/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

RUSTON, LA 71270

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                       |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Units - Class A <sup>(1)</sup> | 10/01/2017                           |  | M                              |   | 482 <sup>(1)</sup>  | A  | <del>2</del> 2,356,476 D  |
| Common Units - Class A <sup>(1)</sup> | 10/01/2017                           |  | D                              |   | 482 <sup>(1)</sup>  | D  | \$ 26.71 <sup>(2)</sup> 2,355,994 D                             |
| Common Units - Class A                |                                      |  |                                |   |   |  | 1,010,835 I Terminal Services, Inc. <sup>(3)</sup>              |

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Units                              | <u>(2)</u>   | 10/01/2017                           |  | M                              | 482   | 10/01/2017 10/01/2017                                    | Common Units - Class A  | 482                           |
| Phantom Units                              | <u>(4)</u> <u>(5)</u>                                  | 10/02/2017                           |  | A                              | 955   | 10/02/2020 10/02/2020                                    | Common Units - Class A  | 955                           |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Davison James E  
2000 FARMERVILLE HIGHWAY X  
RUSTON, LA 71270

## Signatures

James E.  
Davison 10/04/2017

\*\*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).

(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.

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- (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.
- (3) The Reporting Person is the sole stockholder of Terminal Services, Inc.
- (4) 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.
- (5) 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.

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