

NuStar GP Holdings, LLC
 Form 4
 August 03, 2007

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 *
GREEHEY WILLIAM E

2. Issuer Name and Ticker or Trading Symbol
 NuStar GP Holdings, LLC [NSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2330 NORTH LOOP 1604 WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/02/2007

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

SAN ANTONIO, TX 78248

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

(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 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 | | | |
| Common Units | 08/02/2007 | | P | | 500 | A \$ 34.99 | 5,586,862 | D |
| Common Units | 08/02/2007 | | P | | 8,800 | A \$ 35 | 5,595,662 | D |
| Common Units | 08/02/2007 | | P | | 100 | A \$ 35.01 | 5,595,762 | D |
| Common Units | 08/02/2007 | | P | | 6,800 | A \$ 35.02 | 5,602,562 | D |
| Common Units | 08/02/2007 | | P | | 500 | A \$ 35.09 | 5,603,062 | D |
| | 08/02/2007 | | P | | 1,400 | A \$ 35.1 | 5,604,462 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|
| Common Units | | | | | | | |
| Common Units | 08/02/2007 | P | 500 | A | \$ 35.12 | 5,604,962 | D |
| Common Units | 08/02/2007 | P | 1,400 | A | \$ 35.14 | 5,606,362 | D |
| Common Units | 08/02/2007 | P | 3,500 | A | \$ 35.15 | 5,609,862 | D |
| Common Units | 08/02/2007 | P | 100 | A | \$ 35.16 | 5,609,962 | D |
| Common Units | 08/02/2007 | P | 100 | A | \$ 35.18 | 5,610,062 | D |
| Common Units | 08/02/2007 | P | 2,898 | A | \$ 35.1848 | 5,612,960 | D |
| Common Units | 08/02/2007 | P | 300 | A | \$ 35.19 | 5,613,260 | D |
| Common Units | 08/02/2007 | P | 900 | A | \$ 35.2 | 5,614,160 | D |
| Common Units | 08/02/2007 | P | 100 | A | \$ 35.24 | 5,614,260 | D |
| Common Units | 08/02/2007 | P | 11,100 | A | \$ 35.25 | 5,625,360 | D |
| Common Units | 08/02/2007 | P | 1,100 | A | \$ 35.34 | 5,626,460 | D |
| Common Units | 08/02/2007 | P | 2,100 | A | \$ 35.35 | 5,628,560 | D |
| Common Units | 08/02/2007 | P | 1,200 | A | \$ 35.38 | 5,629,760 | D |
| Common Units | 08/02/2007 | P | 2,000 | A | \$ 35.6 | 5,631,760 | D |
| Common Units | 08/02/2007 | P | 200 | A | \$ 35.62 | 5,631,960 | D |
| Common Units | 08/02/2007 | P | 100 | A | \$ 35.63 | 5,632,060 | D |
| Common Units | 08/02/2007 | P | 100 | A | \$ 35.64 | 5,632,160 | D |
| Common Units | 08/02/2007 | P | 8,300 | A | \$ 35.65 | 5,640,460 | D |
| Common Units | 08/02/2007 | P | 102 | A | \$ 35.68 | 5,640,562 | D |
| | 08/02/2007 | P | 3,000 | A | \$ 35.7 | 5,643,562 | D |

Common
Units

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GREEHEY WILLIAM E 2330 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78248 | X | X | | |

Signatures

Elizabeth E. Clifton, as Attorney-in-Fact for William E. Greehey

08/03/2007

**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).

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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