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TRANSMONTAIGNE INC

Form SC 13D November 17, 2008
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D
(Rule 13d-101)
Information to be Included in Statements Filed Pursuant
to §240.13d-1(a) and Amendments Thereto Filed Pursuant to
§240.13d-2(a)
TransMontaigne Partners L.P.
(Name of Issuer)
Common Limited Partner Units
(Title of Class of Securities)
89376V100
(CUSIP Number)
Herbert Thornhill
Morgan Stanley
2000 Westchester Avenue, One South C
Purchase, NY 10577
(914) 225-5542

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(Name, Address and Telephone Number of Perso

Authorized to Receive Notices and Communications)					
November 7, 2008					
(Date of Event Which Requires Filing of This Statement)					
If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o.					
(Continued on the following pages)					
Page 1 of 16 Pages					
The information required on this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.					

CUSIP No. 89376V100

HC, CO

1	NAME OF REPORTING PERSONS				
2	Morgan Stanley CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) o				
3 4	(b) x SEC USE ONLY SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED				
6	PURSUANT TO ITEM 2(d) or 2(e) x CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	7	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	-0- SHARED VOTING POWER		
		9	839,842 SOLE DISPOSITIVE POWER		
		10	-0- SHARED DISPOSITIVE POWER		
11	839,842 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	839,842 (See Item 5) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
13	CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	8.4% (See Item 5) TYPE OF REPORTING PERSON				

CUSIP No. 89376V100

1 NAME OF REPORTING PERSONS

Morgan Stanley Capital Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY EACH

8 SHARED VOTING POWER

OWNED BY EACH

718,067

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

718,067

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

718,067 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

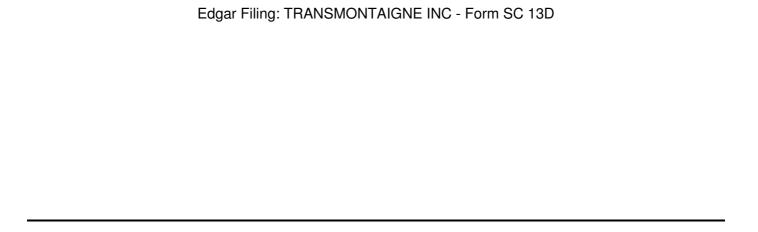
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2% (See Item 5)

14 TYPE OF REPORTING PERSON

 \mathbf{CO}

o



CUSIP No. 893934109

1 NAME OF REPORTING PERSONS

Morgan Stanley Strategic Investments, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES BENEFICIALLY

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

112,500

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

112,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,500 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.1% (See Item 5)

14 TYPE OF REPORTING PERSON

 \mathbf{CO}

o

CUSIP No. 893934109

1 NAME OF REPORTING PERSONS

Morgan Stanley & Co. Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH

9,275

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

9,275

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,275 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1% (See Item 5)

14 TYPE OF REPORTING PERSON

BD, CO



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SCHEDULE 13D

CUSIP No. 89376V100

NAME OF REPORTING PERSONS 1

TransMontaigne Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2

(a) o

(b) x

- SEC USE ONLY 3
- SOURCE OF FUNDS

00

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 5

PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION 6

Delaware

SOLE VOTING POWER 7

NUMBER OF

SHARES BENEFICIALLY

SHARED VOTING POWER

OWNED BY EACH

718,067

REPORTING PERSON WITH

SOLE DISPOSITIVE POWER 9

-0-

SHARED DISPOSITIVE POWER **10**

718,067

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11

718,067 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13

7.2% (See Item 5)

TYPE OF REPORTING PERSON 14

 \mathbf{CO}

o

CUSIP No. 89376V100

1 NAME OF REPORTING PERSONS

TransMontaigne Product Services Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER

718.067

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

718,067

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

718,067 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

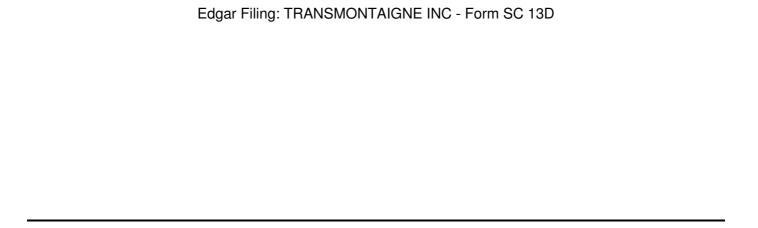
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2% (See Item 5)

14 TYPE OF REPORTING PERSON

 \mathbf{CO}

o



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SCHEDULE 13D

CUSIP No. 89376V100

1 NAME OF REPORTING PERSONS

TransMontaigne Holdings L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY EACH

8 SHARED VOTING POWER

H 718,067

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

718,067

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

718,067 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2% (See Item 5)

14 TYPE OF REPORTING PERSON

 \mathbf{CO}

o

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SCHEDULE 13D

CUSIP No. 89376V100

1 NAME OF REPORTING PERSONS

TransMontaigne Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH **718,067**

REPORTING PERSON WITH 9