

Davison James E. Jr.
Form 4
April 02, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davison James E. Jr.

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)
04/01/2019

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

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

RUSTON, LA 71270

(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 Indirect Beneficial Ownership (Instr. 4)
Common Units - Class A ⁽¹⁾	04/01/2019		M	814 ⁽¹⁾ A ⁽²⁾	3,783,859	D	
Common Units - Class A ⁽¹⁾	04/01/2019		D	814 ⁽¹⁾ D ⁽²⁾	\$ 22.71 3,783,045	D	
Common Units - Class A					446,461	I	James Ellis Davison, III Trust ⁽³⁾
Common Units -					446,462	I	Sarah Margaret

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Class A							Davison Trust ⁽³⁾
Common Units - Class A		446,460	I				William Charles Davison Trust ⁽³⁾
Common Units - Class A		187,856	I				James E. and Margaret A.B. Davison Special Trust ⁽⁴⁾

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(2)</u>	04/01/2019		M		814		04/01/2019	04/01/2019	Common Units - Class A	814
Phantom Units	<u>(5)</u> <u>(6)</u>	04/01/2019		A		1,069		04/01/2022	04/01/2022	Common Units - Class A	1,069

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	X

Davison James E. Jr.
2000 FARMERVILLE HIGHWAY
RUSTON, LA 71270

Signatures

James E.
Davison, Jr. 04/02/2019

**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.
- (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.

Due to the reporting person's relationship with the beneficiaries and trustees of the Sarah Margaret Davison Trust, the William Charles Davison Trust and the James Ellis Davison, III Trust (collectively, the "Trusts"), the reporting person could be deemed to have an indirect pecuniary interest in the Common Units Class A that are beneficially owned by the Trusts. All Common Units Class A owned by the Trusts are reported on these lines. The reporting person disclaims beneficial ownership of these Common Units Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units Class A for purposes of Section 16 or for any other purpose.
- (3) These Common Units Class A are beneficially owned by the James E. and Margaret A.B. Davison Special Trust (the "Special Trust"). The reporting person could be deemed to have an indirect pecuniary interest in such Common Units Class A. All Common Units Class A owned by the Special Trust are reported on this line. The reporting person disclaims beneficial ownership of these Common Units Class A except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these Common Units Class A for purposes of Section 16 or for any other purpose.
- (5) 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.
- (6) 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. 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.