Davison James E Jr Form 4 December 30, 2010

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

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Davison James E Jr Issuer Symbol GENESIS ENERGY LP [GEL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 2000 FARMERVILLE HIGHWAY 12/28/2010 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting RUSTON, LA 71270 Person (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) (Instr. 4) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price By James Ellis Davison, Common Jr. Units -12/28/2010 Α 1.049.406 1.049,406  $I^{(4)}$ Α (1) Grantor Class A Retained Annuity Trust (4)

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

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# Edgar Filing: Davison James E Jr - Form 4

### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

D Se	Title of erivative eccurity nstr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative 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
U	Vaiver inits - lass 1	<u>(2)</u>	12/28/2010		A	91,823	(2)	01/01/2021(3)	Common Units - Class A	91,823
U	Vaiver inits - lass 2	<u>(2)</u>	12/28/2010		A	91,823	<u>(2)</u>	01/01/2021(3)	Common Units - Class A	91,823
U	Vaiver inits - lass 3	<u>(2)</u>	12/28/2010		A	91,823	<u>(2)</u>	01/01/2021(3)	Common Units- Class A	91,823
U	/aiver nits - lass 4	(2)	12/28/2010		A	91,823	(2)	01/01/2021(3)	Common Units - Class A	91,823

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

# **Signatures**

James E. Davison, Jr. 12/30/2010

\*\*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).
- Acquired pursuant to the Agreement and Plan of Merger, dated as of December 28, 2010, by and among Genesis Energy, L.P. (the (1) "Partnership"), Genesis Acquisition, LLC and Genesis Energy, LLC (the "Merger Agreement"). On the effective date of the merger, the closing price of the Common Units Class A of the Partnership on the New York Stock Exchange was \$26.24.
  - The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 \$0.43 per
- Common Unit; (ii) Class 2 \$0.46 per Common Unit; (iii) Class 3 \$0.49 per Common Unit; and (iv) Class 4 \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert.
- (3) Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.
- These units are benefically owned by the James Ellis Davison, Jr. Grantor Retained Annuity Trust (the "Trust"). As the beneficiary of the Trust, the Reporting Person could be deemed to have an indirect pecuniary interest in such units. All units owned by the Trust are reported on this line. The Reporting Person disclaims beneficial ownership of the units except to the extent of his pecuniary interest therein.

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.

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