PAPE KAREN N Form 4 May 16, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

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 * PAPE KAREN N

(Zip)

(First) (Middle) (Last)

(Street)

(State)

919 MILAM SUITE 2100

2. Issuer Name and Ticker or Trading Symbol

GENESIS ENERGY LP [GEL]

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

05/16/2013

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

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

SVP & Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

HOUSTON, TX 77002

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Code (Instr. 8)

Code V Amount

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

(Instr. 3 and 4) (D) Price

Common Units -

(City)

05/16/2013 Class A

M

8,904

143,227

D

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.

SEC 1474 (9-02)

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

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Waiver Units - Class 3	\$ 0 (1)	05/16/2013		M	8,904	05/15/2013(2)	01/01/2021(3)	Common Units - Class A	8,90

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

PAPE KAREN N 919 MILAM SUITE 2100 HOUSTON, TX 77002

SVP & Controller

Signatures

Karen N. Pape 05/16/2013

**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).
- The reporting person elected to convert 8,904 Waiver Units Class 3 on May 16, 2013, which comprised all of the Waiver Units of that class owned by the reporting person. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in the reporting person's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.
 - 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 Class A that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 -
- (2) \$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. The Waiver Units Class 1 and Waiver Units Class 2 have previously converted to Common Units Class A. The Waiver Units Class 3 became convertible on May 15, 2013.
- (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.

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.

Reporting Owners 2