

TRANSMONTAIGNE PRODUCT SERVICES INC
 Form 4
 June 03, 2005

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 *
 TRANSMONTAIGNE INC

2. Issuer Name and Ticker or Trading Symbol
 TransMontaigne Partners L.P. [TLP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1670 BROADWAY, SUITE 3100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2005

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 See footnotes (2) and (3)

DENVER, CO 80202

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	Amount		
Common Units representing limited partner interests	06/03/2005		J ⁽⁴⁾		502,500	D	See footnotes (1) (2) (3) (4)
					\$ 21.4	0	

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

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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 Owned Beneficially (Instr. 3, 4, and 5)
				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
TRANSMONTAIGNE INC 1670 BROADWAY, SUITE 3100 DENVER, CO 80202		X		See footnotes (2) and (3)
TRANSMONTAIGNE PRODUCT SERVICES INC 1670 BROADWAY, SUITE 3100 DENVER, CO 80202				See footnotes (2) and (3)
COASTAL FUELS MARKETING INC 1670 BROADWAY, SUITE 3100 DENVER, CO 80202				See footnotes (2) and (3)
TransMontaigne Services Inc. 1670 BROADWAY, SUITE 3100 DENVER, CO 80202		X		See footnotes (2) and (3)
TransMontaigne GP L.L.C. 1670 BROADWAY, SUITE 3100 DENVER, CO 80202		X		See footnotes (2) and (3)

Signatures

/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel,
TransMontaigne Inc. 06/03/2005

**Signature of Reporting Person Date

/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel,
TransMontaigne Product Services Inc. 06/03/2005

**Signature of Reporting Person Date

06/03/2005

/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, Coastal Fuels Marketing, Inc.

__Signature of Reporting Person

Date

/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne Services Inc.

06/03/2005

__Signature of Reporting Person

Date

/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne GP L.L.C.

06/03/2005

__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).

At the closing of the Issuer's initial public offering of common units ("Common Units") representing limited partner interests (the "Offering"), each of TransMontaigne Product Services Inc. ("TPSI"), TransMontaigne Services Inc. ("TSI"), Coastal Fuels Marketing, Inc. ("Coastal Fuels") and TransMontaigne GP L.L.C. ("GP LLC") contributed certain assets to the Issuer and in exchange therefor (i) TPSI received an aggregate of 2,245,933 subordinated units ("Subordinated Units") representing limited partner interests in the Issuer, (ii) Coastal Fuels received an aggregate of 502,500 Common Units and 626,333 Subordinated Units, (iii) TSI received 120,000 Common Units, and (iv) GP LLC (a) continued its 2% general partner interest (which was converted at the closing to the form of 148,873 general partner units) and (b) received certain incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions, in the Issuer.

As of the closing of the Offering (i) TMG and TPSI are indirect beneficial owners of the Subordinated Units held by Coastal Fuels, (ii) (2) TMG is the indirect beneficial owner of the Subordinated Units held by TPSI, (iii) TMG is the indirect owner of Common Units held by TSI, and (iv) TMG and TSI are the indirect beneficial owners of the IDRs and general partner interests held by GP LLC.

GP LLC is sole general partner of (and holds a 2% interest in) Issuer and by virtue of its rights under Issuer's First Amended and Restated Agreement of Limited Partnership it may be deemed to control the securities of Issuer. GP LLC disclaims beneficial ownership of any (3) Common Units or Subordinated Units representing limited partner interests in the Issuer other than those attributable to its general partner interest in the Issuer. TMG owns 100% of each of TPSI and TSI. TPSI owns 100% of Coastal Fuels. TSI is the sole member of GP LLC.

In connection with the Offering, the underwriters were granted the right to purchase 502,000 Common Units from the Issuer solely to (4) cover over-allotments. In connection with the closing of the over-allotment option, Issuer redeemed 502,500 Common Units from Coastal Fuels at \$21.40 per Common Unit to satisfy the over-allotment option.

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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