

TransMontaigne Partners L.P.
 Form 4
 February 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
BOUTIN FREDERICK W

(Last) (First) (Middle)

1670 BROADWAY, SUITE 3100

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TransMontaigne Partners L.P. [TLP]

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

02/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

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

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 Representing Limited Partnership Interest	02/06/2015		M ⁽¹⁾	4,530.3037 A	39,963.6337	D	
Common Units Representing Limited Partnership Interest	02/06/2015		D ⁽¹⁾	4,530.3037 D	\$ 36.8 35,433.33	D	

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Units	(2) (3) (4)	02/06/2015		M	\$ 4,530.3037 (3) (4)	(3)(4)	(5)	Common Units Represented Limited Partner Interest
Phantom Units	(2)	02/09/2015		A	5,069.5652 (7)	(5)	(5)	Common Units Represented Limited Partner Interest
Phantom Units	(2)	02/06/2015		A	163.8617 (6)	(5)	(5)	Common Units Represented Limited Partner Interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOUTIN FREDERICK W 1670 BROADWAY, SUITE 3100 DENVER, CO 80202			Chief Executive Officer	

Signatures

/s/ Frederick W. Boutin
02/10/2015

**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) Represents the settlement of phantom units granted under the Amended and Restated Savings and Retention Plan (the "Plan"). Pursuant to applicable SEC reporting requirements, the settlement of the phantom units for cash is reported on this Form 4 as a disposition of the phantom units being settled in exchange for the acquisition of the underlying units and a simultaneous disposition of the underlying units to the issuer for cash.

(2) Each phantom unit represents the right to receive one common unit of TransMontaigne Partners L.P. ("TLP"), or the cash value thereof.

(3) For phantom units settled in cash, the value of the vested portion of a grant is determined as of the last exchange trading day of the month of January in which such grant vests. Accordingly, the first 50% of the Reporting Person's 2013 award and the second 50% of the Reporting Person's 2012 award of phantom units vested on January 1, 2015 and was valued at the closing price on January 30, 2015. The form of settlement was approved by Plan Administrator on February 6, 2015, which is deemed the "settlement date" for the purposes of this Report. The payment of cash for such vested phantom units then occurs on the next regular payroll date that is at least three business days later.

(4) Pursuant to the applicable SEC reporting requirements, the settlement of the phantom units for cash is reported on this Form 4 as a disposition of the phantom units being settled in exchange for the acquisition of the underlying units and a simultaneous disposition of the underlying units to the Issuer for cash. See Table I.

(5) Phantom units awarded under the Plan vest 50% as of the January 1 that falls closest to the second anniversary of the grant date, with the remaining 50% vesting as of the January 1 that falls closest to the third anniversary of the grant date. The phantom units are subject to earlier vesting upon achieving certain age or service thresholds as defined in the Plan. Upon vesting, phantom units may be paid out, in the sole discretion of the Plan Administrator, in cash or in common units of TLP, or a combination thereof.

(6) Represents additional phantom units granted to the Reporting Person under the Plan as a result of the quarterly distribution declared on the common units of TLP for the period ended December 31, 2014. Under the Plan, in lieu of a cash distribution in respect of phantom units, each Plan participant receives additional phantom units equal in value to the aggregate quarterly distribution allocable to the phantom units held by such participant.

(7) Represents the 2015 annual award granted under the Plan by the Compensation Committee of the Board of Directors of TransMontaigne LLC on February 9, 2015 that has been deemed to be invested in "phantom units," as if invested in an investment fund that tracks the financial performance of the common units of TLP.

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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