Dunlap Charles L Form 4 February 01, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

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

obligations may continue. See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * Dunlap Charles L

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

TransMontaigne Partners L.P. [TLP]

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

TRANSMONTAIGNE, 1670 **BROADWAY, SUITE 3100**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

01/31/2011

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) (Instr. 3)

DENVER, CO 80202

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Securities Beneficially Owned Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

Form: Direct (I) (Instr. 4)

6. Ownership

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner Other (specify

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January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

Estimated average

burden hours per

(A) (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

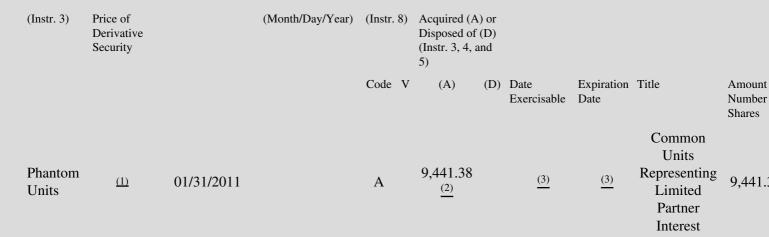
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunlap Charles L TRANSMONTAIGNE 1670 BROADWAY, SUITE 3100 DENVER, CO 80202

Chief Executive Officer

Signatures

Charles L. 02/01/2011 Dunlap

**Signature of Date
Reporting Person

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) Each phantom unit represents the right to receive one common unit of TLP, or the cash value thereof. The Plan Administrator elected to settle the Reporting Person's phantom units for cash.

Represents the portion of the award granted under the Amended and Restated Savings and Retention Plan (the "Plan") by the Board of Directors of TransMontaigne Inc. on January 31, 2011 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. There are various other investment funds available under the Plan and any portion of a grant not deemed to be invested in phantom units is not included in this Report. The awards were allocated among the investment funds available under the Plan, including phantom units, after the close of the market on January 31, 2011.

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.

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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