

Majors Ronald A
 Form 4
 February 02, 2012

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 *
 Majors Ronald A

(Last) (First) (Middle)
 TRANSMONTAIGNE, 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)
 02/08/2011

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)
 Senior Vice President

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 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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 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative 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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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
							20.85		(4)	(4)	Common Units Representing Limited Partner Interest	20.85
	(1)	02/08/2011			A		(2) (3)					(3)
							903.35		(4)	(4)	Common Units Representing Limited Partner Interest	903.35
	(1)	01/31/2012			A		(5)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Majors Ronald A TRANSMONTAIGNE 1670 BROADWAY, SUITE 3100 DENVER, CO 80202			Senior Vice President	

Signatures

Ronald A. 02/02/2012
Majors

__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) Each phantom unit represents the right to receive one common unit of TLP, or the cash value thereof.
Represents additional phantom units granted to the Reporting Person under the Amended and Restated Savings and Retention Plan (the "Plan") as a result of the quarterly distribution declared on the common units of TransMontaigne Partners L.P. for the period ended December 31, 2010. 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.
- (2) Such acquisition was inadvertently not reported on form 4. Such phantom units also were omitted from Table II of three Form 4s filed subsequent to such acquisition.
- (3)
- (4)

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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.

- (5) 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, 2012 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, 2012.

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.