Edgar Filing: TransMontaigne Partners L.P. - Form 4

TransMontaigne Partners L.P. Form 4 February 04, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Fuller Robert T Issuer Symbol TransMontaigne Partners L.P. [TLP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_Officer (give title Other (specify **TRANSMONTAIGNE**, 1670 01/31/2014 below) below) **BROADWAY, SUITE 3100** VP, Chief Accounting Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **DENVER, CO 80202** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership of Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Units Representing 01/31/2014 $M^{(1)}_{--}$ 1,563.934 A (2) 1,563.934 D Limited Partner Interest Common Units Representing 01/31/2014 F 583.047 D 980.887 D 43.84 Limited Partner Interest

		Ŭ	U U	U						
Common Units Represent Limited Partner Interest	^{ing} 01/31/	/2014	M <u>(3)</u>	0.887	D	\$ 43.84	980	D		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.										
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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Phantom Units	<u>(2)</u> <u>(3)</u>	01/31/2014		М	1,:	563.934 (<u>3)</u>	<u>(3)</u>	(4)	Common Units Representing Limited Partner Interest	1,563
Repor	ting O	wners								
Reporting Owner Name / Address			Relationships Director 10% Owner Officer Other					Other		
		21								

Fuller Robert T TRANSMONTAIGNE 1670 BROADWAY, SUITE 3100 DENVER, CO 80202

VP, Chief Accounting Officer

Signatures

Robert T. Fuller 02/04/2014

<u>**</u>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).

Represents the settlement of phantom units granted under the Amended and Restated Savings and Retention Plan. Pursuant to applicable(1) SEC reporting requirements, the settlement of the phantom units in exchange for common units of TLP is reported on this Form 4 as a disposition of the phantom units being settled and a simultaneous acquisition of the underlying common units.

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

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 2012 award and the second 50% of the Reporting Person's 2011 award of phantom units vested on January 1, 2014 and was valued at the closing price on January 31, 2014, which is deemed the "settlement date" for the purposes of this Report. The payment of cash or issuance of units for such vested phantom

(3) which is declined the "settlement date" for the purposes of this report. The payment of cash of issuance of this for start vested phantom units then occurs on the next regular payroll date that is at least three business days later. Pursuant to the appplicable 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.

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

(4) remaining 50% vesting as or the standary r that rans closest to the unit 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.