

TransMontaigne Partners L.P.  
Form 4  
February 04, 2014

**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 \*  
**CARLSON ERIK B**

(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)  
01/31/2014

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)  
Executive VP

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 Partner Interest	01/31/2014		M <sup>(1)</sup>	6,727.788 A	37,727.788	D	
Common Units Representing Limited Partner Interest	01/31/2014		D <sup>(1)</sup>	6,727.788 D	\$ 43.84 31,000	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Units	(2) (3)	01/31/2014		M	6,727.788 (3)	(3)	(4)	Common Units Representing Limited Partner Interest	6,727

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON ERIK B 1670 BROADWAY SUITE 3100 DENVER, CO 80202			Executive VP	

**Signatures**

Erik B. Carlson                      02/04/2014  
 \*\*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).  
 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.
- (1) Each phantom unit represents the right to receive one common unit of TransMontaigne Partners L.P. ("TLP"), or the cash value thereof.
- (2) 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

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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 units then occurs on the next regular payroll date that is at least three business days later. 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.

- (4) 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.