

Pound Gregory J  
Form 4  
March 05, 2008

**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 \*  
Pound Gregory J

(Last) (First) (Middle)  
1670 BROADWAY, SUITE 3100  
(Street)

DENVER, CO 80217-5660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TransMontaigne Partners L.P. [TLP]

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

02/29/2008

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)  
President, COO

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)
				(A) or (D)	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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SEC 1474  
(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 of Number of Shares
Phantom Units	(1)	02/29/2008	A	6,974.97	(2)(3)	(3)(2)					Common Unit representing limited partner interest	6,974.97

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pound Gregory J 1670 BROADWAY SUITE 3100 DENVER, CO 80217-5660			President, COO	

## Signatures

GregoryJ.Pound                      03/05/2008

\_\_\_\_\_  
\*\*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).
- (3) The awards granted under the Plan were ratified by the Board of Directors of TransMontaigne Inc. on February 15, 2008. The awards may be allocated to and deemed invested in the various investment funds available under the Plan, one of which tracks the financial performance of the TLP common units (the "TLP Index Fund"). The awards were allocated among the investment funds available under the Plan, including the TLP Index Fund, after the close of the market on February 29, 2008.
- (1) Each phantom unit represents the right to receive one common unit of TLP, or the cash value thereof.
- Phantom units will vest 50% on January 1, 2010 and 50% on January 1, 2011, but are subject to earlier vesting upon achieving certain age or service thresholds as defined in the Amended and Restated Savings and Retention Plan (the "Plan") adopted by the Board of Directors of TransMontaigne Inc., effective as of January 1, 2008. 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, in an amount equal to the value of the vested portion of a reporting person's account.

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.