BOUTIN FREDERICK W

Form 4 May 08, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

1(b).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * **BOUTIN FREDERICK W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TransMontaigne Partners L.P. [TLP] 3. Date of Earliest Transaction

(Check all applicable)

(First) 1670 BROADWAY, SUITE 3100

(Street)

(Month/Day/Year)

05/06/2008

Director 10% Owner Other (specify

X_ Officer (give title below)

Executive VP, CFO, Treasurer

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

DENVER, CO 80202

Form filed by More than One Reporting

(Instr. 4)

Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(9-02)

Reported (A) Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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 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 Conversion Security or Exercise

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

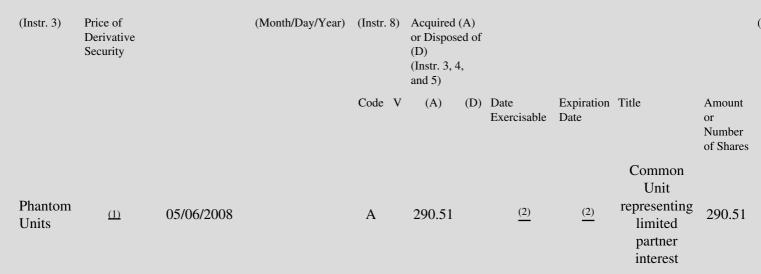
Execution Date, if any

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

BOUTIN FREDERICK W 1670 BROADWAY, SUITE 3100 DENVER, CO 80202

Executive VP, CFO, Treasurer

Signatures

FrederickW.Boutin

05/08/2008

**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).

Phantom Units awarded under the Amended and Restated Savings and Retention Plan vest 50% as of the January 1 that falls closest to the second anniversary of the grant date, and the remaining 50% as of the January 1 that falls closest to the third anniversary of the grant date. Accordingly, the 2007 award of phantom units vests 50% on January 1, 2009, and the remaining 50% on January 1, 2010. The 2008

- (2) award of phantom units vests 50% on January 1, 2010, and the remaining 50% on January 1, 2011. 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, of a combination thereof, in an amount equal to the value of the vested portion of reporting person's account.
- (1) Each phantom unit represents the right to receive one common unit of TLP, or the cash value 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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