## Edgar Filing: Smith Stephen M - Form 4

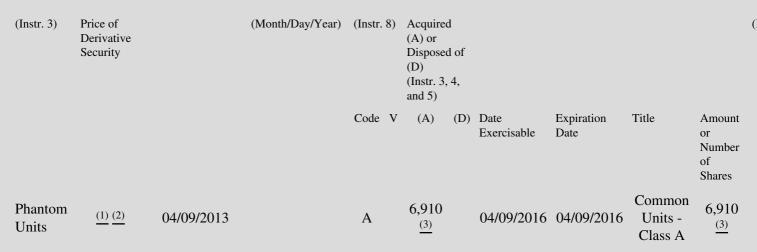
Form 4									
April 11, 20								OMB A	PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check the check	aar							Expires:	January 31, 2005
subject Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	average urs per		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17(	(a) of the	Public U	Itility Ho	ding Co		inge Act of 1934, t of 1935 or Section 1940	on	
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> Smith Stephen M			2. Issuer Name <b>and</b> Ticker or Trading Symbol GENESIS ENERGY LP [GEL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (A	Middle)	3. Date of	of Earliest T	ransactior	1	(Cne	ck all applicabl	e)
919 MILAM, SUITE 2100			(Month/Day/Year) 04/09/2013			Director10% Owner XOfficer (give titleOther (specify below)Dother (specify below) Vice President			
(Street) HOUSTON, TX 77002			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
							Person		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) or l of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Re	port on a separate line	e for each cl	lass of sec	urities bene	-	-	-		
					infor requi	mation con ired to resp ays a curre	spond to the colle tained in this form ond unless the for ently valid OMB co	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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## **Reporting Owners**

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
Smith Stephen M 919 MILAM, SUITE 2100 HOUSTON, TX 77002			Vice President					
Signatures								
Stephen M. Smith	04/11/2013							
<u>**</u> Signature of	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) The phantom units will be paid in cash based on the average closing price of the Common Units Class A for the 20 trading days immediately prior to the vesting date.
- (2) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each Common Unit Class A will be paid quarterly on the number of units corresponding to the number of units in the initial grant.

Award will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.54 per unit for the fourth quarter of 2015 (which would be paid in the first quarter of 2016), all of the phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2015 is \$0.54 per unit, 50% of the phantom units granted will vest and the remainder will be

(3) forfeited; (c) if the distribution on the common units for the fourth quarter of 2015 is \$0.58 per unit, 100% of the phantom units granted will vest; and (d) if the distribution on the common units for the fourth quarter of 2015 is \$0.63 per unit or greater, 150% of the phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2015 be between the range of \$0.54 per unit and \$0.63 per unit, the phantom units will vest between 50% and 150% of the number granted on a pro rata basis.

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.

Reporting Person