

Smith Stephen M
 Form 4
 April 11, 2013

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 *
 Smith Stephen M

2. Issuer Name and Ticker or Trading Symbol
 GENESIS ENERGY LP [GEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 919 MILAM, SUITE 2100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

HOUSTON, TX 77002
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 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 or Number of Shares |
|---|-------------------------------------|--|------|---|---------------------|-----|---------------------|--------------------|------------------------------|--|
| Phantom Units | <u>(1)</u> <u>(2)</u> 04/09/2013 | | A | | 6,910 <u>(3)</u> | | 04/09/2016 | 04/09/2016 | Common Units - Class A | 6,910 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | 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 |
| **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).
- (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.