

Brown Mary Rose
Form 3
March 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Brown Mary Rose		(Month/Day/Year)	NuStar Energy L.P. [NS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/26/2009		
2330 NORTH LOOP 1604 WEST			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SAN ANTONIO, Â TX Â 78248			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Senior Vice President	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	3,025	D	Â
Common Units	800 ⁽¹⁾	D	Â
Common Units	2,400 ⁽²⁾	D	Â
Common Units	2,900 ⁽³⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Units	Â (4)(5)	04/30/2014	Common Units	362	\$ 0	D	Â
Performance Units	Â (4)(6)	01/24/2015	Common Units	1,166	\$ 0	D	Â
Performance Units	Â (4)(7)	01/22/2016	Common Units	2,200	\$ 0	D	Â
Employee Unit Options (right to buy)	Â (8)	04/30/2014	Common Units	1,700	\$ 69.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Mary Rose 2330 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78248	Â	Â	Â Senior Vice President	Â

Signatures

Elizabeth E. Clifton as Attorney-In-Fact for Mary Rose
Brown

03/10/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Restricted units remaining unvested from original grant of 1,000 restricted units on April 30, 2007. The restricted units vest annually in equal increments over a five-year period beginning on the first anniversary of the grant date.
- (2) Restricted units remaining unvested from original grant of 3,000 restricted units on November 16, 2007. The restricted units vest annually in equal increments over a five-year period beginning on the first anniversary of the grant date.
- (3) Restricted units remaining unvested from original grant of 2,900 restricted units on November 6, 2008. The restricted units vest annually in equal increments over a five-year period beginning on the first anniversary of the grant date.

- Performance units vest annually in 1/3 increments over three years beginning on the first anniversary of their grant date. Upon vesting, the performance units are converted into a number of NuStar Energy L.P. (NuStar) units based on NuStar's total unitholder return (TUR) during rolling three-year periods that end of December 31 of each year following the date of grant. At the end of each performance period, NuStar's TUR is compared to NuStar's peer group and ranked by quartile. Holders of the performance units then earn 0%, 50%, 100% or 150% of that portion of the initial grant that is vesting, depending upon whether NuStar's TUR is in the last, third, second or first quartile, respectively; holders earn 200% if NuStar ranks first in the Peer Group. Amounts not earned in a given performance period can be carried forward for one additional performance period and up to 100% of the carried amount can still be earned, depending upon the quartile achieved for that subsequent period.
- (4)

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Performance units from original grant of 725 performance units on April 30, 2007 that remain available for future vest. For the period ended December 31, 2007, NuStar's TUR was in the fourth quartile of it and the Peer Group, which resulted in no vesting for participants.

- (5) Ms. Brown received no vested performance units for the 2007 period. For the period ended December 31, 2008, NuStar's TUR was in the third quartile of it and the Peer Group, which resulted in a 50% vest for participants. Ms. Brown received a total of 242 units with respect to this grant for the 2008 performance period.

Performance units from original grant of 1,400 performance units on January 24, 2008 that remain available for future vest. For the period ended December 31, 2008, NuStar's TUR was in the third quartile of it and the Peer Group, which resulted in a 50% vest for participants. Ms. Brown received a total of 234 units with respect to this grant for the 2008 performance period.

- (7) Performance units from original grant of 2,200 performance units on January 22, 2009 that remain available for future vest.
- (8) Unit options remaining unvested or unexercised from original grant of 1,700 unit options on April 30, 2007. The unit options vest annually in equal increments over a five-year period beginning on the first anniversary of the grant date.

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. Shares. The holdings of BRLP and BROMLP and the related transactions are not new and

were reported in footnotes (1) and (2) of the Form 3 filed by BRCH and BRCOH (as defined below) on December 11, 2006 (the "Original Form 3"). Such holdings are being reported by BRLP and BROMLP as the direct owners of such securities for clarification purposes and in order to have the securities listed under the owners of record. See footnotes

(2) and (3) below. (2) Blue Ridge Capital Holdings LLC, a New York limited liability company ("BRCH") is the general partner of BRLP, and has investment control and the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCH may be deemed to beneficially own such securities owned by BRLP for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). See also footnote (7) below. BRCH is filing this report under different system access codes. The holding of BRCH and the related transaction is not new or revised and Line 3 of Table I is being reported again in order to gain access to the filing system. (3) Blue Ridge Capital Offshore Holdings LLC, a New York limited liability company ("BRCOH") is the general partner of BROMLP, and has the investment control and the power to direct the affairs of BROMLP including

decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCOH may be deemed to beneficially own such securities owned by BROMLP for purposes of Section 16. See also footnote (7) below. BRCOH is filing this report under different system access codes. The holding of BRCOH and the related transaction is not new or revised and Line 4 of Table I is being reported again in order to gain access to the filing system. (4) The warrants to purchase Shares (the "Warrants") to which this filing relates are directly owned by BRLP, as to 923,200 Warrants, and by BROMLP, as to 566,800 Warrants. The holdings of BRLP and BROMLP and the related transactions are not new and were reported in footnotes (4) and (5) of the Original Form 3. Such holdings are being reported by BRLP and BROMLP as the direct owners of such securities for clarification purposes and in order to have the securities listed under the owners of record. See footnotes (5) and (6) below. (5) The Warrants reported herein as indirectly beneficially owned by BRCH are directly owned by BRLP

(923,200) (see footnote (4)). BRCH is the general partner of BRLP, and has investment control and the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCH may be deemed to beneficially own such securities owned by BRLP for purposes of Section 16. See also footnote (7) below. BRCH is filing this report under different system access codes. The holding of BRCH and the related transaction is not new or revised and Line 3 of Table I is being reported again in order to gain access to the filing system. (6) The Warrants reported herein as indirectly beneficially owned by BRCOH are directly owned by BROMLP (566,800 Warrants) (see footnote (4)). BRCOH is the general partner of BROMLP, and has investment control and

the power to direct the affairs of BROMLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason BRCOH may be deemed to beneficially own such securities owned by BROMLP for purposes of Section 16. See also footnote (7) below. BRCOH is filing this report under different system access codes. The holding of BRCOH and the related transaction is not new or revised and Line 4 of Table II is being reported again in order to gain access to the filing system. (7) Each of BRCH and BRCOH disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein and this report shall not be deemed an admission that BRCH or BRCOH is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934,

as amended, or for any other purpose. Â

Remarks:
This Form 3/A was originally filed on December 14, 2006 (the "December 14 Filing"). In order to

Exhibit List

Exhibit 99A -- Joint Filer Information

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Explanation of Responses: