#### GENESIS ENERGY LP

Form 4

December 30, 2010

### FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTSON CORBIN J III			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 601 JEFFERSON SUITE 3600		(Middle)	GENESIS ENERGY LP [GEL]  3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year) 12/28/2010	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77002				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities a comor Disposed of (Instr. 3, 4 an	of (D)	red (A)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Units - Class A	12/28/2010		A	7,062,549	,	\$ 0 (1)	7,062,549	I (5)	By Q GEI Holdings, LLC (5)	
Common Units - Class A	12/28/2010		A	2,496,146	A	\$ 0 (1)	2,496,416	I (6)	By Quintana Energy Partners II, LP (6)	
Common Units - Class A	12/28/2010		A	293,474	A	\$ 0 (1)	293,474	I <u>(7)</u>	By QEP II Genesis TE Holdco,	

LP (7)

(9-02)

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, an 5)	or (D)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Common Units - Class B	<u>(2)</u>	12/28/2010		A	21,316		(2)	(2)	Common Units - Class A	21,3
Waiver Units - Class 1	<u>(3)</u>	12/28/2010		A	619,838		(3)	01/01/2021(4)	Common Units - Class A	619,8
Waiver Units - Class 2	<u>(3)</u>	12/28/2010		A	619,838		(3)	01/01/2021(4)	Common Units - Class A	619,8
Waiver Units - Class 3	(3)	12/28/2010		A	619,838		<u>(3)</u>	01/01/2021(4)	Common Units - Class A	619,8
Waiver Units - Class 4	<u>(3)</u>	12/28/2010		A	619,838		(3)	01/01/2021(4)	Common Units - Class A	619,8
Common Units - Class B	(2)	12/28/2010		A	7,534		(2)	(2)	Common Units - Class A	7,53
Waiver Units - Class 1	(3)	12/28/2010		A	219,072		<u>(3)</u>	01/01/2021(4)	Common Units - Class A	219,0
Waiver	<u>(3)</u>	12/28/2010		A	219,072		(3)	01/01/2021(4)	Common	219,0

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Units - Class 2							Units - Class A	
Waiver Units - Class 3	(3)	12/28/2010	A	219,072	(3)	01/01/2021(4)	Common Units - Class A	219,0
Waiver Units - Class 4	(3)	12/28/2010	A	219,072	(3)	01/01/2021(4)	Common Units - Class A	219,0
Common Units - Class B	(2)	12/28/2010	A	885	(2)	<u>(2)</u>	Common Units - Class A	885
Waiver Units - Class 1	(3)	12/28/2010	A	25,756	(3)	01/01/2021(4)	Common Units - Class A	25,7:
Waiver Units - Class 2	(3)	12/28/2010	A	25,756	(3)	01/01/2021(4)	Common Units - Class A	25,7:
Waiver Units - Class 3	(3)	12/28/2010	A	25,756	(3)	01/01/2021(4)	Common Units - Class A	25,7:
Waiver Units - Class 4	(3)	12/28/2010	A	25,756	(3)	01/01/2021(4)	Common Units - Class A	25,75

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
	v						

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ROBERTSON CORBIN J III 601 JEFFERSON SUITE 3600 HOUSTON, TX 77002

#### **Signatures**

Corbin J.
Robertson III

\*\*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).
- Acquired pursuant to the Agreement and Plan of Merger, dated as of December 28, 2010, by and among Genesis Energy, L.P. (the "Partnership"), Genesis Acquisition, LLC and Genesis Energy, LLC (the "Merger Agreement") as Merger Consideration (as defined in the Merger Agreement). On the effective date of the merger, the closing price of the Common Units Class A of the Partnership on the New York Stock Exchange was \$26.24.
- Common Units Class B are entitled to all the rights, preferences and privileges of the Common Units Class A (and have the right to elect the directors of Genesis Energy, LLC, the general partner of the Partnership, and related rights) and will convert on a one-for-one basis upon (i) automatic conversion upon the removal of the general partner of the Partnership and the appointment of a successor or (ii) the holder's election.
- The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 \$0.43 per Common Unit; (ii) Class 2 \$0.46 per Common Unit; (iii) Class 3 \$0.49 per Common Unit; and (iv) Class 4 \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert.
- (4) Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.
  - These units are beneficially owned by Q GEI Holdings, LLC. By virtue of (i) his membership interest in Q GEI Holdings, LLC, (ii) the fact that The Corbin J. Robertson III 2009 Family Trust is a member of Q GEI Holdings, LLC, and (iii) his partnrship interests in
- Quintana Capital Group II, L.P., which is the general partner of Quintana Energy Partners II, LP and QEP II Genesis Holdco, LP, each of which is a member of Q GEI Holdings, LLC, the Reporting Person could be deemed to have an indirect pecuniary interest in such units.

  All units owned by Q GEI Holdings, LLC are reported on this line. The Reporting Person disclaims beneficial ownership of the units except to the extent of his pecuniary interest therein.
- These units are beneficially owned directly by Quintana Energy Partners II, LP, whose general partner is Quintana Capital Group II, L.P.

  By virtue of his partnership interests in Quintana Capital Group II, L.P., the Reporting Person could be deemed to have an indirect pecuniary interest in such units. All units owned by Quintana Energy Partners II, LP are reported on this line. The Reporting Person disclaims beneficial ownership of the units except to the extent of his pecuniary interest therein.
- These units are beneficially owned directly by QEP II Genesis TE Holdco, LP, whose general partner is Quintana Capital Group II, L.P.

  By virtue of his partnership interests in Quintana Capital Group II, L.P., the Reporting Person could be deemed to have an indirect pecuniary interest in such units. All units owned by QEP II Genesis TE Holdco, LP are reported on this line. The Reporting Person disclaims beneficial ownership of the units except to the extent of his pecuniary interest therein.

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.

Signatures 4