

Sturdivant Robert C
Form 4
December 30, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Sturdivant Robert C

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)

601 JEFFERSON STREET, SUITE 3600

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2010

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77002

(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. 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units - Class A	12/28/2010		A		7,062,549	A	\$ 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)	2,496,146	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 (7)	By QEP li Genesis TE Holdco,

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.

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 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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Units - Class B	<u>(2)</u>	12/28/2010		A	21,316	<u>(2)</u> <u>(2)</u>	Common Units - Class A 21,316
Waiver Units - Class 1	<u>(3)</u>	12/28/2010		A	619,838	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common Units - Class A 619,838
Waiver Units - Class 2	<u>(3)</u>	12/28/2010		A	619,838	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common Units - Class A 619,838
Waiver Units - Class 3	<u>(3)</u>	12/28/2010		A	619,838	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common Units - Class A 619,838
Waiver Units - Class 4	<u>(3)</u>	12/28/2010		A	619,838	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common Units - Class A 619,838
Common Units - Class B	<u>(2)</u>	12/28/2010		A	7,534	<u>(2)</u> <u>(2)</u>	Common Units - Class A 7,534
Waiver Units - Class 1	<u>(3)</u>	12/28/2010		A	219,072	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common Units - Class A 219,072
Waiver	<u>(3)</u>	12/28/2010		A	219,072	<u>(3)</u> 01/01/2021 ⁽⁴⁾	Common 219,072

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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)	(2)	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	25,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sturdivant Robert C 601 JEFFERSON STREET	X			

