

GENESIS ENERGY LP  
Form 3  
February 18, 2015

**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   |  |
| Alexander Richard R                       |         | (Month/Day/Year)                     | GENESIS ENERGY LP [GEL]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      |   |  |
| 919 MILAM, SUITE 2100                     |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |
| HOUSTON, TX 77002                         |         |                                      | Vice President  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 - Class A          | 10,000  | D  | AX  |

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)**

| 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable    Expiration Date                      | Title    Amount or Number of  |  |  |   |

|               |            |            |                              | Shares                             |                          | (I)<br>(Instr. 5) |   |
|---------------|------------|------------|------------------------------|------------------------------------|--------------------------|-------------------|---|
| Phantom Units | 04/08/2017 | 04/08/2017 | Common<br>Units -<br>Class A | 5,555 <sup>(1)</sup><br><u>(2)</u> | \$ <u>(3)</u> <u>(4)</u> | D                 | Â |
| Phantom Units | 04/09/2016 | 04/09/2016 | Common<br>Units -<br>Class A | 5,315 <sup>(5)</sup><br><u>(6)</u> | \$ <u>(3)</u> <u>(4)</u> | D                 | Â |
| Phantom Units | 04/10/2015 | 04/10/2015 | Common<br>Units -<br>Class A | 8,488 <sup>(7)</sup><br><u>(8)</u> | \$ <u>(3)</u> <u>(4)</u> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| alexander Richard R<br>919 MILAM, SUITE 2100<br>HOUSTON, TX 77002 | Â             | Â         | Â Vice President | Â     |

## Signatures

Richard R.  
Alexander

02/18/2015

\*\*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) The reporting person was granted an award of 5,555 phantom units on April 8, 2014. 3,333 phantom units (the "2014 performance phantom units") will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.60 per unit for the fourth quarter of 2016 (which would be paid in the first quarter of 2017), all of the 2014 performance phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2016 is \$0.60 per unit, 50% of the 2014 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2016 is \$0.65 per unit, 100% of the 2014 performance phantom units granted will vest; and

(2) FN1 continued -- (d) if the distribution on the common units for the fourth quarter of 2016 is \$0.70 per unit or greater, 150% of the 2014 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2016 be between the range of \$0.60 per unit and \$0.70 per unit, the 2014 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 2,222 phantom units (the "2014 service phantom units") will vest fully on April 8, 2017, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

(3) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to the vesting date.

(4) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the Issuer on each common unit will be paid quarterly on (i) the number of units corresponding to the number of service phantom units (as defined in Footnote 8 below) in the initial grant and (ii) the number of units corresponding to the number of performance phantom units (as defined in Footnote 7 below) which have vested.

(5) The reporting person was granted an award of 5,315 phantom units on April 9, 2013. 3,189 phantom units (the "2013 performance phantom units") 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 2013 performance phantom units granted will be forfeited; (b) if the

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quarterly distribution on the common units for the fourth quarter of 2015 is \$0.54 per unit, 50% of the 2013 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2015 is \$0.58 per unit, 100% of the 2013 performance phantom units granted will vest; and

- FN5 continued -- (d) if the distribution on the common units for the fourth quarter of 2015 is \$0.63 per unit or greater, 150% of the 2013 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2015 be
- (6) between the range of \$0.54 per unit and \$0.63 per unit, the 2013 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 2,126 phantom units (the "2013 service phantom units") will vest fully on April 9, 2016, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

- The reporting person was granted an award of 8,488 phantom units on April 10, 2012. 5,093 phantom units (the "2012 performance phantom units" and together with the 2013 performance phantom units and the 2014 performance phantom units, the "performance phantom units") will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.49 per unit for the fourth quarter
- (7) of 2014 (which would be paid in the first quarter of 2015), all of the 2012 performance phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2014 is \$0.49 per unit, 50% of the 2012 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2014 is \$0.53 per unit, 100% of the 2012 performance phantom units granted will vest; and

- FN7 continued -- (d) if the distribution on the common units for the fourth quarter of 2014 is \$0.57 per unit or greater, 150% of the 2012 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2014 be
- (8) between the range of \$0.49 per unit and \$0.57 per unit, the 2012 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 3,395 phantom units (the "2012 service phantom units" and together with the 2013 service phantom units and the 2014 service phantom units, the "service phantom units") will vest fully on April 10, 2015, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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