

VALERO ENERGY PARTNERS LP
 Form 4
 December 16, 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 *
 VALERO ENERGY CORP/TX

2. Issuer Name and Ticker or Trading Symbol
 VALERO ENERGY PARTNERS LP [VLP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE VALERO WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2013

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

SAN ANTONIO, TX 78249
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Units representing limited partner interests | 12/16/2013 | | J(1)(2)(3) | | | | |
| | | | | | 11,539,989 | | |
| | | | | | (1) (2) (3) | | |
| | | | | A | (2) (3) | | |
| | | | | | 11,539,989 | | |
| | | | | | (1) | | |
| | | | | | | I (1) | See footnotes (1) |

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

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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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Units representing limited partner interests | \$ 0 | 12/16/2013 | | J(1)(2)(3) | 28,789,989 (1) (2) (3) | (4) | (4) | Common Units representing limited partner interests (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VALERO ENERGY CORP/TX ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| Valero Refining & Marketing Co ONE VALERO WAY SAN ANTONIO, TX | | X | | |
| PREMCOR USA INC ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| Valero Terminaling & Distribution Co ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| Premcor Pipeline Co. ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| Premcor Refining Group Inc. ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| Valero Refining Company-Tennessee, L.L.C. ONE VALERO WAY SAN ANTONIO, TX 78249 | | X | | |
| VALERO ENERGY PARTNERS GP LLC ONE VALERO WAY | | X | | |

SAN ANTONIO, TX 78249

Signatures

/s/ J. Stephen Gilbert, Authorized
Officer

12/16/2013

__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) This Form 4 is being filed jointly by Valero Energy Corporation (?Valero?), Valero Refining and Marketing Company (?VRMC?), Premcor USA Inc. (?Premcor USA?), Valero Terminaling and Distribution Company (?VTDC?), The Premcor Pipeline Co. (?Premcor Pipeline?), The Premcor Refining Group Inc. (?Premcor Refining?), Valero Refining Company-Tennessee, L.L.C. (?VRCT?) and Valero Energy Partners GP LLC (the ?General Partner?). VRMC and Premcor USA are wholly owned subsidiaries of Valero. VTDC is a wholly owned subsidiary of VRMC. The General Partner is a wholly owned subsidiary of VTDC. Premcor Pipeline and Premcor Refining are wholly owned subsidiaries of Premcor USA. VRCT is a wholly owned subsidiary of Premcor Refining. Accordingly, Valero may be deemed to indirectly beneficially own securities of Valero Energy Partners LP (the ?Partnership?) owned directly by VTDC, Premcor Pipeline, Premcor Refining, VRCT and the General Partner.

(2) In connection with the closing of the initial public offering of the Partnership, VTDC, Premcor Pipeline, Premcor Refining, VRCT and the General Partner contributed certain assets to the Partnership and (i) (A) VTDC received 2,070,019 common units and 5,164,289 subordinated units, (B) Premcor Pipeline received 7,734,994 common units and 19,297,278 subordinated units, (C) Premcor Refining received 719,502 common units and 1,795,015 subordinated units and (D) VRCT received 1,015,474 common units and 2,533,407 subordinated units, collectively representing a 68.6% limited partner interest in the Partnership and (ii) the General Partner received 1,175,102 general partner units, representing a 2% general partner interest in the Partnership, and incentive distribution rights representing the right to receive an increasing percentage of quarterly distributions as set forth in the Partnership's registration statement on Form S-1 (No. 333-191259) (the ?Registration Statement?).

(3) (continued from footnote 2) In certain circumstances, if the General Partner is removed as the general partner of the Partnership, the General Partner will have the right to convert its general partner interest and its incentive distribution rights into common units as set forth in the Registration Statement.

(4) Each subordinated unit will convert into one common unit at the end of the subordination period as set forth in the Registration Statement.

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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