

Evans Donald L  
Form 4  
March 06, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
Evans Donald L

(Last) (First) (Middle)

500 W TEXAS AVENUE, SUITE 960

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Units - Class A	03/05/2012		M		305,908	A	\$ 0 (1)	1,045,178	I	By Quintana Energy Partners II, L.P. (2)
Common Units - Class A	03/05/2012		M		30,780	A	\$ 0 (3)	105,208	I	By QEP II Genesis TE Holdco, LP (2)
Common Units - Class A								1,618	I	By Quintana Capital

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Common Units - Class A						6,954	I	Group GP, Ltd. <sup>(2)</sup> By Q GEI Holdings, LLC <sup>(2)</sup>
Common Units - Class A						3,338	I	By Quintana Capital Group II, L.P. <sup>(2)</sup>
Common Units - Class A	03/05/2012		M	7,652	A	\$ 0 <sup>(4)</sup>	104,199 <sup>(5)</sup>	D

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.**

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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 Amount Underlying Security (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Waiver Units - Class 1	\$ 0 <sup>(1)</sup>	03/05/2012		M	305,908	02/16/2012 <sup>(6)</sup>	01/01/2021 <sup>(7)</sup>	Common Units - Class A	30
Waiver Units - Class 1	\$ 0 <sup>(3)</sup>	03/05/2012		M	30,780	02/16/2012 <sup>(6)</sup>	01/01/2021 <sup>(7)</sup>	Common Units - Class A	30
Waiver Units - Class 1	\$ 0 <sup>(4)</sup>	03/05/2012		M	7,652	02/16/2012 <sup>(6)</sup>	01/01/2021 <sup>(7)</sup>	Common Units - Class A	7

