

PBF Logistics LP
Form 4
April 28, 2016

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 *
O MALLEY THOMAS D

(Last) (First) (Middle)

ONE SYLVAN WAY, SECOND FLOOR

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PBF Logistics LP [PBFX]

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2016

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Units representing limited partner interests | 04/27/2016 | | M | 5,000 A \$ 0 | 283,470 | D | |
| Common Units representing limited partner interests | 04/27/2016 | | F | 1,633 D \$ 20.15 | 281,837 | D | |

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| | | | |
|---|---------|---|-------------------------|
| Common Units representing limited partner interests | 200,000 | I | See Footnote <u>(1)</u> |
| Common Units representing limited partner interests | 33,000 | I | See Footnote <u>(2)</u> |
| Common Units representing limited partner interests | 33,000 | I | See Footnote <u>(3)</u> |
| Common Units representing limited partner interests | 43,478 | I | See Footnote <u>(4)</u> |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Phantom Unit | <u>(5)</u> | 04/27/2016 | | M | 5,000 | 04/27/2016 04/27/2016 | Common Unit representing LP interest |
| | <u>(5)</u> | 04/26/2016 | | A | 15,000 | <u>(7)</u> <u>(7)</u> | |

Phantom
UnitCommon
Unit
representing
LP interest

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| O MALLEY THOMAS D ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054 | | | X | |

Signatures

/s/ Thomas D. O'Malley by Trecia Canty as
Attorney-in-Fact

04/28/2016

__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) Held by Horse Island Partners LLC. The reporting person is the Managing Member of Horse Island Partners and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all the reported units for purposes of Section 16 or for any other purposes.

(2) Held by Argus Investments Inc. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all of the reported units for purposes of Section 16 or for any other purposes.

(3) Held by Argus Energy Corporation. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all the reported units for purposes of Section 16 or for any other purposes.

(4) Held by the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all of the reported units for purposes of Section 16 or for any other purposes.

(5) Each phantom unit with distribution equivalent rights ("DER"), represents a contingent right to receive one common unit representing a limited partner interest in the Issuer or, at the election of the Board of Directors of PBF Logistics GP LLC, cash or a combination of the two. DERs shall be settled in cash.

(6) The remaining phantom units will vest in three equal annual installments beginning on April 27, 2017.

(7) The phantom units will vest in four equal annual installments beginning on April 26, 2017.

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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