Sturdivant Robert C
Form 4
October 09, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sturdivant Robert C

(Last) (First) (Middle)

601 JEFFERSON STREET, SUITE 3600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	10/05/2012		S		992,836	D	$ 32.15 (1)	358,250	I	By Quintana Energy Partners II, L.P. (2)
Common Units - Class A	10/05/2012		S		358,250	D	$ 30	0	I	By Quintana Energy Partners II, L.P. (2)
Common Units -	10/05/2012		S		99,930	D	$ 32.15	36,058	I	By QEP II Genesis

Class A						(1)			TE Holdco, LP (2)
Common Units - Class A	10/05/2012		S	36,058	D	$ 30 (1)	0	I	By QEP II Genesis TE Holdco, LP (2)
Common Units - Class A	10/05/2012		S	1,189	D	$ 32.15 (1)	429	I	By Quintana Capital Group GP, Ltd. (2)
Common Units - Class A	10/05/2012		S	429	D	$ 30	0	I	By Quintana Capital Group GP, Ltd. (2)
Common Units - Class A	10/05/2012		S	5,110	D	$ 32.15 (1)	1,844	I	By Q GEI Holdings, LLC (2)
Common Units - Class A	10/05/2012		S	1,844	D	$ 30	0	I	By Q GEI Holdings, LLC (2)
Common Units - Class A	10/05/2012		S	2,453	D	$ 32.15 (1)	885	I	By Quintana Capital Group II, L.P. (2)
Common Units - Class A	10/05/2012		S	885	D	$ 30	0	I	By Quintana Capital Group II, L.P. (2)
Common Units - Class A							21,341	D	

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 Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Units - Class B	(3)	10/05/2012		S			7,534	(3)	(3)	Common Units - Class A	7,534	$
Common Units - Class B	(3)	10/05/2012		S			885	(3)	(3)	Common Units - Class A	885	$
Common Units - Class B	(3)	10/05/2012		S			21,316	(3)	(3)	Common Units - Class A	21,316	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sturdivant Robert C 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002	X			

Signatures

Robert Sturdivant	10/09/2012
**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) The Common Units - Class A were sold pursuant to an underwritten offering. The sales price to the public was $32.15 and underwriting discounts and commissions were $0.53.

(2) Each of Quintana Energy Partners II, L.P. ("QEP II") and QEP II Genesis TE Holdco, LP ("Holdco") has (i) Quintana Capital Group II, L.P. as its general partner ("QCG II") (with Quintana Capital Group GP, Ltd. ("QCG GP") as the general partner of QCG II), (ii) management services provided by QEP Management Co., L.P. ("QEP Management") and (iii) membership interests in Q GEI Holdings, LLC ("Q GEI"). By virtue of the reporting person's relationship with or interests in QCG GP,QCG II, QEP Management and Q GEI, he may be deemed to have shared voting and dispositive power over these securities.

(3) Common Units - Class B are entitled to all the rights, preferences and privileges of the Common Units - Class A (and have the right to elect the directors of Genesis Energy, LLC, the general partner of the Partnership, and related rights) and will convert on a one-for-one basis upon (i) automatic conversion upon the removal of the general partner of the Partnership and the appointment of a successor or (ii) the holder's election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.