Global Partners LP Form 4 October 06, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

interests

(Print or Type Responses)

1. Name and Address of Reporting Person * Slifka Eric			2. Issuer Name and Ticker or Trading Symbol Global Partners LP [GLP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Mid	le)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
C/O GLOBAL GP LLC, P.O. BOX			10/04/2005	X Officer (give title Other (specify		
9161, 800 SOUTH STREET				below) below)		
, , , , , , , , , , , , , , , , , , , ,				President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WALTHAM, I	MA 02454-9161		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zi	p) Table 1	I - Non-De	rivative Se	curiti	es Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (` ′	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)
Common Units representing limited partner interests	10/04/2005	10/04/2005	<u>J(1)</u>	74,242	A	(1)	74,242	I	See footnote (1)
Common Units representing limited partner	10/04/2005	10/04/2005	D	73,500	D	\$ 20.542 (1)	742	I	See footnote (1)

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Common

Units

representing 10/04/2005 10/04/2005 P 25,500 A \$ 22 26,242 D

limited partner interests

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.

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated Units representing limited partner	(2)	10/04/2005	10/04/2005	<u>J(1)</u>	564,242	<u>(2)</u>	<u>(2)</u>	Common Units	564,24

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Slifka Eric C/O GLOBAL GP LLC P.O. BOX 9161, 800 SOUTH STREET WALTHAM, MA 02454-9161	X		President and CEO			

Signatures

interests

Eric Slifka	10/06/200		
**Signature of	Date		

Reporting Owners 2

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).
 - On October 4, 2005, in connection with the Issuer's initial public offering (the "Offering") of common units ("Common Units") representing limited partner interests, Larea Holdings LLC ("Larea") contributed certain assets to the Issuer and in exchange therefor Larea received (a) 74,242 Common Units, (b) 564,424 subordinated units ("Subordinated Units") representing limited partner interests in
- (1) the Issuer and (c) a 10% membership interest in Global GP LLC, the general partner of the Issuer. On October 4, 2005, in connection with the Offering, the net proceeds from the exercise of the underwriters' option to purchase additional Common Units was used to redeem at a price of \$20.542 per Common Unit 73,500 Common Units from Larea. As of October 4, 2005, Eric Slifka owns 100% of Larea. Mr. Slifka will be the indirect beneficial owner of the Common Units and the Subordinated Units held by Larea.
- Each Subordinated Unit will convert into one Common Unit at the end of the subordination period, which will end once the Issuer meets certain financial tests set forth in the agreement of limited partnership of the Issuer, but not before September 30, 2008. These financial tests require the Issuer to have earned and paid the minimum quarterly distributions and arrearages (if any) on all its outstanding units for any three consecutive four quarter periods.

Remarks:

Mr. Slifka is the President and Chief Executive Officer and a Director of Global GP LLC, the general partner of Global Partner 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.