

Robertson William Keen
Form 4/A
February 13, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Robertson William Keen

(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)
01/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/31/2012

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(A) or Disposed of Code (D) (Instr. 8)	4. Securities Acquired or Disposed of (Instr. 3, 4 and 5) (A) or (D)	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	(D)	Price	
Common Units - Class A	12/22/2011		G	V	78,630	A	\$ 0 147,117	I

By The
William
Keen
Robertson
2009
Family
Trust (1) (2)
(3) (4) (5) (6)

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Robertson William Keen 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002	X

Signatures

William K
Robertson 02/13/2012

**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) n/a

(2) n/a

(3) Members of the immediate family of the Reporting Person are beneficiaries of this trust and the Reporting Person may be deemed to have beneficial ownership of the securities held by it.

On August 12, 2011, Q GEI distributed a total of 7,055,595 Common Units - Class A, 619,838 Waiver Units - Class 1, 619,838 Waiver Units - Class 2, 619,838 Waiver Units - Class 3 and 619,838 Waiver Units - Class 4 pro rata to its members including to certain persons identified above: QEP II (988,451 Common Units - Class A, 86,836 Waiver Units - Class 1, 86,836 Waiver Units - Class 2, 86,836

(4) Waiver Units - Class 3 and 86,836 Waiver Units - Class 4); Holdco (57,188 Common Units - Class A, 5,024 Waiver Units - Class 1, 5,024 Waiver Units - Class 2, 5,024 Waiver Units - Class 3 and 5,024 Waiver Units - Class 4), the Reporting Person (1,109,650 Common Units - Class A, 97,484 Waiver Units - Class 1, 97,484 Waiver Units - Class 2, 97,484 Waiver Units - Class 3 and 97,484 Waiver Units - Class 4), Continued in Footnote 5.

Edgar Filing: Robertson William Keen - Form 4/A

- (5) Continued from Footnote 4. and The William Keen Robertson 2009 Family Trust (68,487 Common Units - Class A, 6,016 Waiver Units - Class 1, 6,016 Waiver Units - Class 2, 6,016 Waiver Units - Class 3 and 6,016 Waiver Units - Class 4). This distribution was previously reported by Q GEI on a Form 4 filed on August 16, 2011. Insofar as it relates to the recipients of the Q GEI distributions named herein, such distributions were exempt from Section 16 pursuant to Rules 16a-9 and/or 16a-13.

- (6) This amendment on Form 4 (this "Amendment") is being filed by the Reporting Person solely to amend and restate, in Footnotes 4 and 5 to this Amendment, Footnotes 4 and 5 to the Form 4 filed by the Reporting Person on January 31, 2012 (the "Original Form 4") to include additional text that was inadvertently omitted from Footnote 4 to the Original Form 4. The line of transaction information included in this Amendment (including related Footnotes 3 and 5) is not new or revised but is being reported again to gain access to the Securities and Exchange Commission's filing system so as to correct the omission in Footnote 4 of the Original Form 4.

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.