

NuStar GP Holdings, LLC
 Form 4
 January 08, 2008

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 *
GREEHEY WILLIAM E

2. Issuer Name and Ticker or Trading Symbol
 NuStar GP Holdings, LLC [NSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2330 NORTH LOOP 1604 WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/07/2008

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

SAN ANTONIO, TX 78248

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/07/2008		P		300	A	\$ 28.45	5,944,718	D
Common Units	01/07/2008		P		1,000	A	\$ 28.48	5,945,718	D
Common Units	01/07/2008		P		600	A	\$ 28.49	5,946,318	D
Common Units	01/07/2008		P		1,300	A	\$ 28.5	5,947,618	D
Common Units	01/07/2008		P		700	A	\$ 28.51	5,948,318	D
Common Units	01/07/2008		P		200	A	\$ 28.53	5,948,518	D

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Common Units							
Common Units	01/07/2008	P	300	A	\$ 28.54	5,948,818	D
Common Units	01/07/2008	P	2,200	A	\$ 28.55	5,951,018	D
Common Units	01/07/2008	P	2,300	A	\$ 28.56	5,953,318	D
Common Units	01/07/2008	P	800	A	\$ 28.57	5,954,118	D
Common Units	01/07/2008	P	900	A	\$ 28.58	5,955,018	D
Common Units	01/07/2008	P	500	A	\$ 28.59	5,955,518	D
Common Units	01/07/2008	P	13,900	A	\$ 28.6	5,969,418	D
Common Units	01/07/2008	P	7,500	A	\$ 28.605	5,976,918	D
Common Units	01/07/2008	P	11,400	A	\$ 28.61	5,988,318	D
Common Units	01/07/2008	P	21,300	A	\$ 28.615	6,009,618	D
Common Units	01/07/2008	P	1,900	A	\$ 28.6175	6,011,518	D
Common Units	01/07/2008	P	3,500	A	\$ 28.62	6,015,018	D
Common Units	01/07/2008	P	1,200	A	\$ 28.63	6,016,218	D
Common Units	01/07/2008	P	1,600	A	\$ 28.635	6,017,818	D
Common Units	01/07/2008	P	1,400	A	\$ 28.64	6,019,218	D
Common Units	01/07/2008	P	12,500	A	\$ 28.65	6,031,718	D
Common Units	01/07/2008	P	700	A	\$ 28.67	6,032,418	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. Price of Derivative Security (Instr. 5)	9. NuStar GP Holdings, LLC
				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
GREEHEY WILLIAM E 2330 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78248	X	X		

Signatures

Elizabeth E. Clifton, as Attorney-in-Fact for William E. Greehey
 Elizabeth E. Clifton, as Attorney-in-Fact for William E. Greehey
 01/08/2008

__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).

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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