Calumet Specialty Products Partners, L.P.

Form 4

February 19, 2014

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

OMB Number:

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

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* Fehsenfeld Fred M Jr

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

Calumet Specialty Products Partners,

(Check all applicable)

L.P. [CLMT]

02/14/2014

(Middle) (Last) (First)

(Street)

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

\_X\_ Director 10% Owner Officer (give title \_\_X\_ Other (specify

6. Individual or Joint/Group Filing(Check

Chairman of the Board

below)

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

2780 WATERFRONT PKWY. E.

DR., SUITE 200

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**INDIANAPOLIS, IN 46214** 

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed 3. 4. Securities onth/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		<b>)</b> )	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Units	02/14/2014		M	312	A	(1)	446,708.94	D	
Common Units	02/14/2014		M	19	A	(1)	446,727.94	D	
Common Units	02/14/2014		M	12	A	<u>(1)</u>	446,739.94	D	
Common Units	02/14/2014		M	4	A	<u>(1)</u>	446,743.94	D	
Common Units	02/18/2014		M	473	A	<u>(1)</u>	447,216.94	D	

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Common Units	1,979,804	I	See footnote (3) (3)
Common Units	10,982,209	I	See footnote (4) (4)
Common Units	1,934,287	I	See footnote (5) (5)
Common Units	3,585.05	I	See footnote (6) (6)
Common Units	3,535.05	I	See footnote (7) (7)
Common Units	142,000	I	See footnote (8) (8)
Reminder: Report on a separate line for each class of securities beneficially owned directly	y or indirectly.		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/14/2014	A	312		(2)	(2)	Common Units	312	\$ 28
Phantom Units	<u>(1)</u>	02/14/2014	M		312	(2)	(2)	Common Units	312	\$
	<u>(1)</u>	02/14/2014	A	23		(9)	<u>(9)</u>		23	\$ 28

SEC 1474

(9-02)

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Phantom Units							Common Units		
Phantom Units	(1)	02/14/2014	M	19	<u>(9)</u>	<u>(9)</u>	Common Units	19	\$ (
Phantom Units	(1)	02/14/2014	A	21	(10)	(10)	Common Units	21	\$ 28.
Phantom Units	<u>(1)</u>	02/14/2014	M	12	(10)	(10)	Common Units	12	\$ (
Phantom Units	<u>(1)</u>	02/14/2014	A	17	(11)	(11)	Common Units	17	\$ 28.
Phantom Units	<u>(1)</u>	02/14/2014	M	4	(11)	(11)	Common Units	4	\$ (
Phantom Units	(1)	02/14/2014	A	13	(12)	(12)	Common Units	13	\$ 28.
Phantom Units	(1)	02/18/2014	A	473	(2)	(2)	Common Units	473	\$ 29
Phantom Units	(1)	02/18/2014	M	473	(2)	(2)	Common Units	473	\$ (
Phantom Units	<u>(1)</u>	02/18/2014	A	158	(13)	(13)	Common Units	158	\$ 29

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fehsenfeld Fred M Jr 2780 WATERFRONT PKWY. E. DR., SUITE 200 INDIANAPOLIS, IN 46214	X			Chairman of the Board			

# **Signatures**

R. Patrick Murray, II, as attorney-in-fact

02/19/2014

\*\*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) Each Phantom Unit is the economic equivalent of a Calumet Specialty Products Partners, L.P. Common Unit.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination date. Phantom Units are 100% vested. The reporting person settled the vested phantom units for common units.
- (3) Common units are owned by two trusts for the benefit of Fred M. Fehsenfeld, Jr. ("Fehsenfeld") and his immediate family. The trusts received the units as consideration for certain assets and liabilities that they contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by the trusts except to the

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extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.

Common units are owned by The Heritage Group ("THG"). THG received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fred M. Fehsenfeld, Jr. ("Fehsenfeld") is one of five trustees of the thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Fehsenfeld and members of his immediate and extended family. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by THG except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.

Common units are owned by Calumet, Incorporated ("Inc."). Inc. received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fred M. Fehsenfeld, Jr. ("Fehsenfeld") is an indirect shareholder and director of Inc. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.

- Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") daughter. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.
- Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") son. Fehsenfeld disclaims beneficial ownership of the units of the

  Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.
- Common units owned by Fred M. Fehsenfeld, Jr. ("Fehsenfeld") spouse. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by The Heritage Group ("THG") except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2011.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date (10) specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2012.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date (11) specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2013.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date (12) specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2014.
- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2015.

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.