

Slifka Richard
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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

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 *
Slifka Richard

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) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

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

C/O GLOBAL PARTNERS LP, 800 SOUTH ST.

(Street)

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

WALTHAM, MA 02454

(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 representing limited partner interests | 03/01/2012 | | P | | 5,850,000 | A | Ⓣ |
| | | | | | 5,850,000 | I | |
| Common units representing limited partner interests | | | | | 1,725,463 | I | |

See Footnote (2)

See Footnote (3)

| | | | |
|---|-----------|---|-------------------------|
| Common units representing limited partner interests | 2,348,078 | I | See Footnote <u>(4)</u> |
| Common units representing limited partner interests | 8,475 | I | See Footnote <u>(5)</u> |
| Common units representing limited partner interests | 120,356 | I | See Footnote <u>(6)</u> |
| Common units representing limited partner interests | 50,007 | D | |

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Slifka Richard C/O GLOBAL PARTNERS LP 800 SOUTH ST. WALTHAM, MA 02454 | X | X | | |

Signatures

/s/ Edward J. Faneuil, Attorney-in-fact for Richard Slifka 03/01/2012

**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).
 Pursuant to a Contribution Agreement (the "Contribution Agreement") dated November 21, 2011 between the Issuer and AE Holdings Corp. ("AEHC"), the Issuer acquired from AEHC 100% of the outstanding membership interests in Alliance Energy LLC in exchange for (i) the issuance to AEHC of 5,850,000 Common Units and (ii) an agreed upon post-closing cash adjustment.
 - (1) Richard Slifka and Alfred A. Slifka each owns stock directly in AEHC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these Common Units in this report shall not be deemed an admission of beneficial ownership of all the reported Common Units for purposes of Section 16 or for any other purpose.
 - (2) Richard Slifka and Alfred A. Slifka are equal indirect beneficial owners of the Common Units held by Global Petroleum Corp.
 - (3) Richard Slifka and Alfred A. Slifka are equal indirect beneficial owners of the Common Units held by Montello Oil Corporation.
 - (4) Richard Slifka and Alfred A. Slifka are equal indirect beneficial owners of the Common Units held by Sandwich Terminal, L.L.C.
 - (5) Richard Slifka and Alfred A. Slifka are equal indirect beneficial owners of the Common Units held by Chelsea Terminal Limited Partnership.
 - (6)

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.