Calumet Specialty Products Partners, L.P. Form 4

March 05, 2015

FORM 4

OMB APPROVAL

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January 31,

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OMB

Number:

Expires:

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Grube Ferdinand William

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Calumet Specialty Products Partners,

L.P. [CLMT]

3. Date of Earliest Transaction

03/03/2015

(Month/Day/Year)

2780 WATERFRONT PKWY. E.

(First)

DR., SUITE 200

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title

below)

CEO and Vice Chairman of BOD

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

INDIANAPOLIS, IN 46214

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities (A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

or

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)

3. Transaction Date 3A. Deemed 1. Title of Conversion

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr **Underlying Securities**

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/03/2015		A	10,800		(2)	(2)	Common Units	10,800	\$ 3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Grube Ferdinand William

2780 WATERFRONT PKWY. E. DR., SUITE 200 X CEO and Vice Chairman of BOD

Signatures

INDIANAPOLIS, IN 46214

R. Patrick Murray, II, as attorney-in-fact 03/05/2015

**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.
- 25% of the Phantom Units vested immediately and the remaining vest ratably over three years on December 31 of each year beginning on
 (2) December 31, 2015. Tax withholding liabilities will be deducted at a later date when such vested units are issued and delivered. Tax withholding liabilities will be deducted at a later date when such vested units are issued and delivered.

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.

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