

Brown Mary Rose  
Form 3/A  
February 26, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                |
| Â Brown Mary Rose                         | (Month/Day/Year)                     | NuStar GP Holdings, LLC [NSH]                              |
| (Last) (First) (Middle)                   | 02/28/2012                           |  |
| 19003 IH-10 WEST                          |                                      | 4. Relationship of Reporting Person(s) to Issuer           |
| (Street)                                  |                                      | (Check all applicable)                                     |
|   |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|   |                                      | 03/08/2012   |
|   |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   |                                      | ___ Director ___ 10% Owner                                 |
|   |                                      | __X__ Officer ___ Other                                    |
|   |                                      | (give title below) (specify below)                         |
|   |                                      | EVP - Administration                                       |
|   |                                      | ___ Form filed by More than One Reporting Person           |
| SAN ANTONIO,Â TXÂ 78257                   |                                      |  |
| (City) (State) (Zip)                      |                                      |  |

### Table I - Non-Derivative Securities Beneficially Owned

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
| Common Units                       | 653 <sup>(1)</sup>                                       | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |  |  |

Shares

(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Brown Mary Rose<br>19003 IH-10 WEST<br>SAN ANTONIO, TX 78257 | ^             | ^         | ^ EVP - Administration | ^     |

## Signatures

/s/ Matthew D. Willcox, as Attorney-in-Fact for Mary Rose  
Brown

02/26/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These units were omitted from the reporting person's original Form 3 and were also omitted from four Forms 4 filed by the reporting person after her original Form 3 was filed.

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.