BOUTIN FREDERICK W

Form 4

February 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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> January 31, 2005

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obligations

Check this box

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOUTIN FREDERICK W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TransMontaigne Partners L.P. [TLP] (Middle) 3. Date of Earliest Transaction

(Check all applicable)

Executive VP, CFO, Treasurer

(First) 1670 BROADWAY, SUITE 3100

(Street)

(Month/Day/Year) 02/08/2011

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

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DENVER, CO 80202

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Reported Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Units	<u>(1)</u>	02/08/2011		A		68.83 (2)		<u>(4)</u>	<u>(4)</u>	Common Units Representing Limited Partner Interest	68.83 (
Phantom Units	<u>(1)</u>	01/31/2012		A		3,045.59 (5)		<u>(4)</u>	<u>(4)</u>	Common Units Representing Limited Partner Interest	3,045.5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOUTIN FREDERICK W 1670 BROADWAY, SUITE 3100 DENVER, CO 80202

Executive VP, CFO, Treasurer

Signatures

Frederick W. 02/02/2012 Boutin

**Signature of Date
Reporting Person

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 represents the right to receive one common unit of TLP, or the cash value thereof.
- Represents additional phantom units granted to the Reporting Person under the Amended and Restated Savings and Retention Plan (the "Plan") as a result of the quarterly distribution declared on the common units of TransMontaigne Partners L.P. for the period ended December 31, 2010. Under the Plan, in lieu of a cash distribution in respect of phantom units, each Plan participant receives additional phantom units equal in value to the aggregate quarterly distribution allocable to the phantom units held by such participant.
- (3) Such acquisition was inadvertently not reported on Form 4. Such phantom units also were omitted from Table II of three Form 4s filed subsequent to such acquisition.

Phantom units awarded under the Plan vest 50% as of the January 1 that falls closest to the second anniversary of the grant date, with the remaining 50% vesting as of the January 1 that falls closest to the third anniversary of the grant date. The phantom units are subject to earlier vesting upon achieving certain age or service thresholds as defined in the Plan. Upon vesting, phantom units may be paid out, in the sole discretion of the Plan Administrator, in cash or in common units of TLP, or a combination thereof.

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Represents the portion of the award granted under the Amended and Restated Savings and Retention Plan (the "Plan") by the Board of Directors of TransMontaigne Inc. on January 31, 2012 that has been deemed to be invested in "phantom units," as if invested in an investment fund that tracks the financial performance of the common units of TLP. There are various other investment funds available under the Plan and any portion of a grant not deemed to be invested in phantom units is not included in this Report. The awards were allocated among the investment funds available under the Plan, including phantom units, after the close of the market on January 31, 2012.

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.