

Schmidt William H Jr  
 Form 4  
 December 18, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 Schmidt William H Jr

(Last) (First) (Middle)  
 FIVE TEK PARK, 9999  
 HAMILTON BOULEVARD  
 (Street)

BREINIGSVILLE, PA 18031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BUCKEYE PARTNERS, L.P. [bpl]

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Limited Partner Units	12/16/2009		M		900	A	\$ 43.15 1,900	D
Limited Partner Units	12/16/2009		M		1,800	A	\$ 45.88 3,700	D
Limited Partner Units	12/16/2009		M		2,800	A	\$ 44.73 6,500	D
Limited Partner	12/16/2009		M		1,200	A	\$ 45.36 7,700	D

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Units								
Limited Partner Units	12/16/2009	S	100	D	\$ 53.77	7,600		D
Limited Partner Units	12/16/2009	S	100	D	\$ 53.76	7,500		D
Limited Partner Units	12/16/2009	S	1,300	D	\$ 53.75	6,200		D
Limited Partner Units	12/16/2009	S	200	D	\$ 53.73	6,000		D
Limited Partner Units	12/16/2009	S	100	D	\$ 53.72	5,900		D
Limited Partner Units	12/16/2009	S	100	D	\$ 53.705	5,800		D
Limited Partner Units	12/16/2009	S	900	D	\$ 53.7	4,900		D
Limited Partner Units	12/16/2009	S	200	D	\$ 53.67	4,700		D
Limited Partner Units	12/16/2009	S	2,200	D	\$ 53.66	2,500		D
Limited Partner Units	12/16/2009	S	500	D	\$ 53.65	2,000		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.**

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F...
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Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Option - Right to buy	\$ 43.15	12/16/2009	M	900	09/13/2007	09/13/2014	Limited Partner Units	900
Option - Right to buy	\$ 45.88	12/16/2009	M	1,800	04/01/2008	04/01/2015	Limited Partner Units	1,800
Option - Right to buy	\$ 44.73	12/16/2009	M	2,800	02/23/2009	02/23/2016	Limited Partner Units	2,800
Option - Right to buy	\$ 45.36	12/16/2009	M	1,200	10/26/2009	10/26/2016	Limited Partner Units	1,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmidt William H Jr FIVE TEK PARK 9999 HAMILTON BOULEVARD BREINIGSVILLE, PA 18031			VP & General Counsel	

## Signatures

/s/Todd J. Russo, as attorney-in-fact for William H. Schmidt, Jr. 12/18/2009

\_\_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).

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.