

Calumet Specialty Products Partners, L.P.
 Form 4
 March 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Straumins Jennifer

2. Issuer Name and Ticker or Trading Symbol
 Calumet Specialty Products Partners, L.P. [CLMT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President and COO

(Last) (First) (Middle)
 2780 WATERFRONT PKWY. E.
 DR., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2014

INDIANAPOLIS, IN 46214

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

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Units | 03/03/2014 | | M | 15,135 | A | \$ 1,336,186 | D | |
| Common Units | 03/03/2014 | | D | 15,135 | D | \$ 26.02 | D | |
| Common Units | | | | | | 13,600 | I | See Footnote (4) ⁽⁴⁾ |
| Common Units | | | | | | 483,185 | I | See Footnote (5) ⁽⁵⁾ |

| | | | | |
|--------------|--|--------|---|-----------------------------|
| Common Units | | 13,500 | I | See Footnote (6) <u>(6)</u> |
|--------------|--|--------|---|-----------------------------|

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Units | <u>(1)</u> | 03/03/2014 | | M | 7,230 | <u>(2)</u> <u>(2)</u> | Common Units | 7,230 |
| Phantom Units | <u>(1)</u> | 03/03/2014 | | M | 1,814 | <u>(3)</u> <u>(3)</u> | Common Units | 1,814 |
| Phantom Units | <u>(1)</u> | 03/03/2014 | | M | 6,091 | <u>(7)</u> <u>(7)</u> | Common Units | 6,091 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Straumins Jennifer 2780 WATERFRONT PKWY. E. DR., SUITE 200 INDIANAPOLIS, IN 46214 | | | President and COO | |

Signatures

R. Patrick Murray, II, as attorney-in-fact 03/05/2014

 **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.
- (2) Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination date. Phantom Units are 100% vested.

- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2011.
- (3)

- Common units owned by Jennifer Straumins' ("Ms. Straumins") son. Ms. Straumins disclaims beneficial ownership of these common units, and the inclusion of these common units in this report shall not be deemed an admission of beneficial ownership of the reported common units for purposes of Section 16 or for any other purpose.
- (4)

- Common units are owned by a trust for the benefit of Ms. Straumins, her sibling and her mother. The trust received the common units as consideration for certain assets and liabilities that they contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Ms. Straumins' mother is the trustee of the trust. Ms. Straumins disclaims beneficial ownership of these common units, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of the reported common units for purposes of Section 16 or for any other purpose.
- (5)

- Common units owned by Jennifer Straumins' ("Ms. Straumins") son. Ms. Straumins disclaims beneficial ownership of these common units, and the inclusion of these common units in this report shall not be deemed an admission of beneficial ownership of the reported common units for purposes of Section 16 or for any other purpose.
- (6)

- Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on January 22 of each year beginning on January 22, 2010.
- (7)

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.