Calumet Specialty Products Partners, L.P.

Form 4

May 21, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31,

Expires: January 31, 2005

**OMB APPROVAL** 

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

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Heritage Group

1. Name and Address of Reporting Person \*

| City      |   |                |                                       | Calumet Specialty Products Partners,<br>L.P. [CLMT]   |   |           |   |                                  | (Check all applicable)  |   |  |  |
|--|---|----------------|---------------------------------------|---|---|-----------|---|----------------------------------|---|---|--|--|
| State   Street   St   | (Last)  | (First) (1     | · · · · · · · · · · · · · · · · · · · |   |   | ansaction |   |                                  |   |   |  |  |
| NDIANA   Parish   P   | 5400 W. 86TH STREET   |                |                                       |   |   |           |   |                                  | ,   |   |  |  |
| Common Units   Common Units   City   City   City   City   Code   Common Units   Color   Common Units   Common Units   Common Units   Color   Common Units   Color   Common Units   Common Units   Color   Common Units   Color   Common Units   Color   Common Units   Color   Colo   |   | (Street)       |                                       |   |   | _         | .1  |                                  |   |   |  |  |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4)  2. Transaction Date (Month/Day/Year) (Instr. 3)  3. 4. Securities Acquired (Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) (Instr. 3)  3. 4. Securities Acquired (D) or Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 3)  3. 4. Securities Acquired (D) or Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  8. Saturdation Date (D) or Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  8. Saturdation Date (D) or Securities Acquired Securities Acquired (D) or Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  9. Page 3,428,819  9. Description Date (D) or Securities Acquired (D) owned Following Reported Transaction(s) (Instr. 3)  8. Saturdation Date (D) owned Following Reported Transaction(s) (Instr. 3)  9. Page 3,428,819  9. Description Date (D) owned Following Reported Transaction(s) (Instr. 3)  1. Title of Common (D) or Date (D) owned Following Reported Transaction(s) (Instr. 3)  1. Title of Common (D) owned Following Reported Transaction(s) (Instr. 4)  1. Title of Common (D) owned Following Reported Transaction(s) (Instr. 3)  1. Title of Common (D) owned Following Reported Transaction(s) (Instr. 3)  1. Title of Common (D) owned Following Reported Transaction(s) (Instr. 3)  1. Title of Common (D) owned Following Reported Transaction( | INDIANAP  | OLIS, IN 46268 | Г                                     | Filed(Month/Day/Year)   |   |           |   |                                  | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |   |  |  |
| Security (Instr. 3)   Security (Instr. 3)   Execution Date, if any (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 8)   Code (Instr. 3, 4 and 5)   Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)   Common Units   O5/20/2008   P   S5   A   S16.53   S,428,819   D  | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                |                                       |   |   |           |   |                                  |   |   |  |  |
| Common Units       05/20/2008       P       85       A       \$ 16.48       3,428,819       D         Common Units       05/20/2008       P       254       A       \$ 16.5       3,429,073       D         Common Units       05/20/2008       P       2,227       A       \$ 16.53       3,431,300       D         Common Units       05/20/2008       P       3,177       A       \$ 16.54       3,434,477       D         Common Units       05/20/2008       P       382       A       \$ 3,434,859       D   | Security  |                | Execution I any                       | on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)  (A) or |   |           | Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) | Indirect<br>Beneficial<br>Ownership   |   |  |  |
| Units 05/20/2008 P 254 A \$16.5 3,429,073 D  Common Units 05/20/2008 P 2,227 A \$ 16.53 3,431,300 D  Common Units 05/20/2008 P 3,177 A \$ 3,434,477 D  Common 05/20/2008 P 382 A \$ 3,434,859 D  |   | 05/20/2008     |                                       |   | P | 85        | , ,   | \$                               | 3,428,819   | D |  |  |
| Units 05/20/2008 P 2,227 A 16.53 3,431,300 D  Common Units 05/20/2008 P 3,177 A \$ 3,434,477 D  Common 05/20/2008 P 382 A \$ 3,434,859 D   |   | 05/20/2008     |                                       |   | P | 254       | A   | \$ 16.5                          | 3,429,073   | D |  |  |
| Common 05/20/2008 P 382 A \$ 3.434.859 D   |   | 05/20/2008     |                                       |   | P | 2,227     | A   | \$<br>16.53                      | 3,431,300   | D |  |  |
| 05770700X P 387 A 3.434.859 D  |   | 05/20/2008     |                                       |   | P | 3,177     | A   | \$<br>16.54                      | 3,434,477   | D |  |  |
|  |   | 05/20/2008     |                                       |   | P | 382       | A   | \$<br>16.55                      | 3,434,859   | D |  |  |

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| Common<br>Units | 05/20/2008 | P | 128 | A | \$<br>16.62 | 3,434,987 | D |                  |
|-----------------|------------|---|-----|---|-------------|-----------|---|------------------|
| Common<br>Units | 05/20/2008 | P | 764 | A | \$<br>16.65 | 3,435,751 | D |                  |
| Common<br>Units | 05/20/2008 | P | 82  | A | \$<br>16.66 | 3,435,833 | D |                  |
| Common<br>Units |            |   |     |   |             | 591,886   | I | See Footnote (1) |

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 4.<br>Transa<br>Code<br>(Instr. |   | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|--------------------------------------|---------------------------------|---|---|---------------------|--------------------|-------|--|---|
|   |   |                                      | Code                            | V | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |

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## **Reporting Owners**

| Reporting Owner Name / Address |          |           | Keiationships |       |  |
|--------------------------------|----------|-----------|---------------|-------|--|
|                                | Director | 10% Owner | Officer       | Other |  |

Heritage Group

5400 W. 86TH STREET X 13(d) 10% Group Member INDIANAPOLIS, IN 46268

**Signatures** 

/s/ John P. Vercruysse, CFO 05/21/2008

\*\*Signature of Reporting Date
Person

Reporting Owners 2

#### **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).
- These units are owned by Calumet, Incorporated ("Inc."). The reporting person is an indirect shareholder of Inc. The reporting person disclaims beneficial ownership of the units of the Issuer owned by Inc. except to the extent of its pecuniary interest therein, and the
- (1) dischains beneficial ownership of the units of the issuer owner by the except to the extent of its peculiarly interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for purposes of Section 16 or for any other purpose.

#### **Remarks:**

THIS REPORT IS NUMBER TWO OF TWO FORM 4S TO REPORT TRANSACTIONS ON MAY 20, 2008.

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.