Calumet Specialty Products Partners, L.P.

Form 4

January 09, 2017

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Griffin David West

(Last) (First) (Middle)

1021 MAIN (ONE CITY CENTRE), SUITE 2626

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

HOUSTON, TX 77002

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

Calumet Specialty Products Partners,

L.P. [CLMT] 3. Date of Earliest Transaction

(Month/Day/Year) 01/05/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP and CFO

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Following

Reported

X_ Officer (give title

Estimated average

burden hours per

1

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(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	01/05/2017		A	250,000		(2)	12/31/2020	Common Units	250,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Griffin David West

1021 MAIN (ONE CITY CENTRE)

SUITE 2626

HOUSTON, TX 77002

EVP and CFO

Signatures

R. Patrick Murray, II, as attorney-in-fact

01/09/2017

**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.
 - 62,500 Phantom Units will vest at such time that Calumet Specialty Products Partners, L.P. (the "Partnership") commences distributions to unitholders. An additional 62,500 Phantom Units will vest at such time, if at all, that the average daily closing price of the Partnership's
- (2) Common Units on the NASDAQ Stock Market LLC ("NASDAQ") during any 120 consecutive calendar day period averages \$8 per Common Unit. An additional 125,000 Phantom Units will vest at such time, if at all, that the average daily closing price of the Partnership's Common Units on the NASDAQ during any 120 consecutive calendar day period averages \$16 per Common Unit.

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.

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