Calumet Specialty Products Partners, L.P.

Form 4

February 19, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Murray Richard Patrick II Issuer Symbol Calumet Specialty Products Partners, (Check all applicable) L.P. [CLMT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) 2780 WATERFRONT PKWY. E. 02/14/2014 Sr. VP and CFO DR., SUITE 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**INDIANAPOLIS, IN 46214** 

(State)

(Zip)

(City)

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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Units	02/14/2014		M	235	A	<u>(1)</u>	46,617	D	
Common Units	02/14/2014		M	14	A	(1)	46,631	D	
Common Units	02/14/2014		M	6	A	<u>(1)</u>	46,637	D	
Common Units	02/14/2014		M	5	A	<u>(1)</u>	46,642	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 proof 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 Deriva Securit (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/14/2014		A	235		(2)	(2)	Common Units	235	\$ 28.
Phantom Units	<u>(1)</u>	02/14/2014		M		235	(2)	(2)	Common Units	235	\$ (
Phantom Units	<u>(1)</u>	02/14/2014		A	19		(3)	(3)	Common Units	19	\$ 28.
Phantom Units	(1)	02/14/2014		M		14	(3)	(3)	Common Units	14	\$ (
Phantom Units	(1)	02/14/2014		A	11		<u>(4)</u>	<u>(4)</u>	Common Units	11	\$ 28
Phantom Units	(1)	02/14/2014		M		6	<u>(4)</u>	<u>(4)</u>	Common Units	6	\$ (
Phantom Units	(1)	02/14/2014		A	19		(5)	<u>(5)</u>	Common Units	19	\$ 28.
Phantom Units	(1)	02/14/2014		M		5	(5)	(5)	Common Units	5	\$ (
Phantom Units	(1)	02/14/2014		A	12		<u>(6)</u>	<u>(6)</u>	Common Units	12	\$ 28

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Sr. VP and CFO

Reporting Owners 2

Murray Richard Patrick II 2780 WATERFRONT PKWY. E. DR., SUITE 200 INDIANAPOLIS, IN 46214

# **Signatures**

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

02/19/2014

\*\*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.
  - 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
- (2) by the reporting person or the reporting person's termination date. Phantom Units are 100% vested. The reporting person settled the vested phantom units for common units.
- 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.
- 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 (4) 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, 2012.
- 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 (5) 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, 2013.
- 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, 2014.

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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