

HOLLY ENERGY PARTNERS LP
Form 4
March 26, 2013

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 *
HollyFrontier Corp

2. Issuer Name and Ticker or Trading Symbol
HOLLY ENERGY PARTNERS LP [HEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2828 N. HARWOOD, SUITE 1300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2013

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
Please see remarks

DALLAS, TX 75201

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|---|------------------------------------|
| Common Units | 03/22/2013 | | S | V | 1,875,000 | D | \$ 39.17 | 22,235,024 ⁽¹⁾ | I | See Footnote <u>(2)</u> <u>(3)</u> |
| Common Units | | | | | 145,006 ⁽¹⁾ | 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)

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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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| HollyFrontier Corp 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks |
| HollyFrontier Holdings LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks |
| Holly Logistics Ltd LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks |
| Navajo Pipeline Co., L.P. 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks. |
| Navajo Refining Company, L.L.C. 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks. |
| Holly Refining & Marketing Co - Woods Cross LLC 2828 N. HARWOOD SUITE 1300 DALLAS, TX 75201 | | X | | Please see remarks |

Signatures

| | |
|--|------------|
| Michael C. Jennings, CEO & President | 03/26/2013 |
| __Signature of Reporting Person | Date |
| Michael C. Jennings CEO & President | 03/26/2013 |
| __Signature of Reporting Person | Date |
| Holly Logistic Services, L.L.C., its sole member / Bruce R. Shaw, President | 03/26/2013 |
| __Signature of Reporting Person | Date |
| Navajo Pipeline GP, L.L.C., its general partner / Michael C. Jennings, CEO & President | 03/26/2013 |
| __Signature of Reporting Person | Date |
| Michael C. Jennings, CEO & President | 03/26/2013 |
| __Signature of Reporting Person | Date |
| Michael C. Jennings, CEO & President | 03/26/2013 |
| __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).

As of the date hereof, the reporting "group" for the purposes of Section 13(d) of the Exchange Act consists of HollyFrontier Corporation ("HFC"), HollyFrontier Holdings LLC ("Holdings"), Holly Logistics Limited LLC ("Logistics"), Navajo Pipeline Co., L.P. ("NPC"), Navajo Refining Company, L.L.C. ("NRC") and Holly Refining & Marketing Company - Woods Cross LLC ("HRMC"). On January 16,
- (1) 2013, the Common Units of the Issuer split two-for-one, resulting in the group's ownership of additional Common Units of the Issuer, which, following such two-for-one split, were held 145,006 by HFC, 2,059,800 by Holdings, 21,615,230 by Logistics, 254,880 by NPC, 119,688 by NRC and 60,426 by HRMC. HFC is the beneficial owner of, and has sole voting and disposition power over, 5,006 Common Units it holds directly. 140,000 of the Common Units held of record by HFC are held by HFC as nominee for NPC.
 - (2) In the transaction occurring on March 22, 2013, Holdings sold 1,875,000 Common Units of the Issuer it held directly, resulting in Holdings directly holding 184,800 Common Units of the Issuer.

The joint filers are jointly filing this Form 4 and information regarding the joint filers is available on this Form 4. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.
 - (3)

Remarks:

HFC directly owns 100% of each of Holdings, NRC and HRMC, and indirectly owns 100% of each of Logistics and NPC.

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.