

Calumet Specialty Products Partners, L.P.  
 Form 4  
 May 25, 2016

# 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 \*  
 Grube Ferdinand William

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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/20/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice Chairman of BOD

INDIANAPOLIS, IN 46214

(City) (State) (Zip)

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

### 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                    | 05/20/2016                           |  | M                              |   | 81,805  | A  | \$ 0  | 207,620 | D |                          |
| Common Units                    | 05/20/2016                           |  | F                              |   | 25,892  | D  | \$ 0<br>(1)   | 181,728 | D |                          |
| Common Units                    |                                      |  |                                |   |   |  |   | 38,105  | I | See footnote (2) (2)     |
| Common Units                    |                                      |  |                                |   |   |  |   | 775,000 | I | By AEG Associates II LLC |

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

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(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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Units                           | (3)  | 05/20/2016                           |  | A                              | 81,805  | (4)  | (4)   | Common Units | 81,805                     |
| Restricted Units                           | (3)  | 05/20/2016                           |  | M                              | 81,805  | (4)  | (4)   | Common Units | 81,805                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Grube Ferdinand William<br>2780 WATERFRONT PKWY. E. DR., SUITE 200<br>INDIANAPOLIS, IN 46214 | X             |           | Executive Vice Chairman of BOD |       |

## Signatures

R. Patrick Murray, II, as attorney-in-fact 05/25/2016

\_\_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) The reporting person elected to surrender 25,892 common units to satisfy tax withholding liabilities upon delivery of common units in accordance with Rule 16b-3.  
Common units owned by Mr. Grube's spouse. Mr. Grube disclaims beneficial ownership of these common units, and the inclusion of
- (2) 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.
- (3) Each Restricted Unit is the economic equivalent of a Calumet Specialty Products Partners, L.P. Common Unit.
- (4) The reporting person elected to settle a portion of his 2015 annual cash incentive bonus in restricted units. Restricted units are 100% vested.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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