

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-04-08** | Period of Report: **2013-03-28**
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REPORTING OWNER

ESSELMAN MARK S

CIK: **1573897**

Type: **3** | Act: **34** | File No.: **001-09356** | Film No.: **13748100**

Mailing Address
*ONE GREENWAY PLAZA
SUITE 600
HOUSTON TX 77046*

ISSUER

BUCKEYE PARTNERS, L.P.

CIK: **805022** | IRS No.: **232432497** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4610** Pipe lines (no natural gas)

Mailing Address
*ONE GREENWAY PLAZA
SUITE 600
HOUSTON TX 77046*

Business Address
*ONE GREENWAY PLAZA
SUITE 600
HOUSTON TX 77046
8326158600*

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>ESSELMAN MARK S</u> (Last) (First) (Middle) <u>ONE GREENWAY PLAZA, SUITE 600</u> (Street) <u>HOUSTON, TX 77046</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/28/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>BUCKEYE PARTNERS, L.P. [BPL]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <u>SVP, Global Human Resources</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Limited Partner Units</u>	<u>100</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Phantom Units</u>	<u>05/02/2014</u>	<u>05/02/2014</u>	<u>Limited Partner Units</u>	<u>1,291</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>12/26/2014</u>	<u>12/26/2014</u>	<u>Limited Partner Units</u>	<u>617</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>12/26/2014</u>	<u>12/26/2014</u>	<u>Limited Partner Units</u>	<u>617</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>01/13/2015</u>	<u>01/13/2015</u>	<u>Limited Partner Units</u>	<u>11,943</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>02/08/2015</u>	<u>02/08/2015</u>	<u>Limited Partner Units</u>	<u>1,808</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>12/15/2015</u>	<u>12/15/2015</u>	<u>Limited Partner Units</u>	<u>1,255</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>12/15/2015</u>	<u>12/15/2015</u>	<u>Limited Partner Units</u>	<u>1,255</u>	<u>(I)</u>	<u>D</u>	
<u>Phantom Units</u>	<u>02/07/2016</u>	<u>02/07/2016</u>	<u>Limited Partner Units</u>	<u>2,768</u>	<u>(I)</u>	<u>D</u>	

Explanation of Responses:

1. Each phantom unit is the economic equivalent of one limited partner unit of Buckeye Partners, L.P.

Remarks:

Exhibit 24 - Power of Attorney

Signatures

/s/ Todd J. Russo, as attorney in fact for Mark S. Esselman

** Signature of Reporting Person

04/08/2013

Date

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

* 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).

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

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 Number.

BUCKEYE GP LLC
POWER OF ATTORNEY
For Executing Forms 3, 4 and 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Todd J. Russo and Alesha N. Machula, individually, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4, and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate;
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion; and
- (4) resign as attorney-in-fact and appoint, as a replacement attorney-in-fact, any employee of Buckeye Pipe Line Services Company at the time of such resignation; provided that such resigning and replacement attorneys-in-fact shall send notice to the undersigned of any such replacement.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or any replacement attorney-in-fact, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and any replacement attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Buckeye Partners, L.P., Buckeye GP LLC, or any of their affiliates assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Buckeye Partners, L.P., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Mark S. Esselman

(signature)

Print Name: Mark S. Esselman

Date: April 5, 2013