

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
SEC Accession No. **0001181431-13-013886**

(HTML Version on secdatabase.com)

REPORTING OWNER

Murray Richard Patrick II

CIK: **1350857**

Type: **4** | Act: **34** | File No.: **000-51734** | Film No.: **13660893**

Mailing Address
2780 WATERFRONT
PARKWAY E. DRIVE
SUITE 200
INDIANAPOLIS IN 46214

ISSUER

Calumet Specialty Products Partners, L.P.

CIK: **1340122** | IRS No.: **371516132** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **2911** Petroleum refining

Mailing Address	Business Address
2780 WATERFRONT	2780 WATERFRONT
PARKWAY E. DRIVE, SUITE	PARKWAY E. DRIVE, SUITE
200	200
INDIANAPOLIS IN 46214	INDIANAPOLIS IN 46214
	317-328-5660

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Murray Richard Patrick II			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			Senior VP & CFO		
2780 WATERFRONT PKWY. E. DR., SUITE 200			4. 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 <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) INDIANAPOLIS, IN 46214								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	02/28/2013		M		5,400	A	(1)	35,412	D	
Common Units	02/28/2013		M		1,522	D	(1)	36,934	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Units	(1)	02/28/2013		A		21,600		(2)	(2)	Common Units	21,600	\$18.33	21,600	D	
Phantom Units	(1)	02/28/2013		M		5,400		(2)	(2)	Common Units	5,400	\$ 0	16,200	D	
Phantom Units	(1)	02/28/2013		A		1,522		(3)	(3)	Common Units	1,522	\$38.36	1,522	D	
Phantom Units	(1)	02/28/2013		M		1,522		(3)	(3)	Common Units	1,522	\$ 0	0	D	

Phantom Units	(1)	02/28/2013		A	507		(4)	(4)	Common Units	507	\$38.36	507	D	
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Explanation of Responses:

1. Each Phantom Unit is the economic equivalent of a Calumet Specialty Products Partners, L.P. Common Unit.
2. 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 vested immediately and the remaining vest ratably over three years on December 31 of each year beginning on December 31, 2013. Tax withholding liabilities will be deducted at a later date when such vested units are issued and delivered.
3. 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 date. Phantom Units are 100% vested. The reporting person settled the vested phantom units for common units.
4. 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.

Signatures

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

** Signature of Reporting Person

03/04/2013

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.