

Nimbley Thomas J.  
Form 4  
April 30, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Nimbley Thomas J.

(Last) (First) (Middle)  
ONE SYLVAN WAY, SECOND FLOOR  
(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PBF Logistics LP [PBFX]

3. Date of Earliest Transaction (Month/Day/Year)  
04/26/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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)
			Code	V	Amount	(D)	Price
Common Units representing limited partner interest	04/26/2019		M		3,750	A	\$ 0
Common Units representing limited partner interest	04/26/2019		F		1,847	D	\$ 21.42
					147,500	D	
					145,653	D	

Common  
Units  
representing  
limited  
partner  
interest

04/27/2019	M	3,750	A	\$ 0	149,403	D
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Common  
Units  
representing  
limited  
partner  
interest

04/27/2019	F	1,847	D	\$ 21.42	147,556	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Phantom Unit	<u>(1)</u>	04/26/2019		M	3,750	04/26/2019	04/26/2019	Common Units representing LP interest	3,750
Phantom Unit	<u>(1)</u>	04/27/2019		M	3,750	04/27/2019	04/27/2019	Common Units representing LP interest	3,750

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

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Nimbley Thomas J.  
ONE SYLVAN WAY, SECOND FLOOR X  
PARSIPPANY, NJ 07054

Chief  
Executive  
Officer

## Signatures

/s/ Thomas Nimbley by Trecia Canty as  
Attorney-in-Fact

04/30/2019

\*\*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).

Each phantom unit with distribution equivalent rights ("DER"), represents a contingent right to receive one common unit representing a

(1) limited partner interest in the Issuer or, at the election of the Board of Directors of PBF Logistics GP LLC, cash or a combination of the two. DERs shall be settled in cash.

(2) The remaining phantom units will vest on April 26, 2020.

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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