

Calumet Specialty Products Partners, L.P.
 Form 4
 March 03, 2017

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 *
 Fehsenfeld Fred M Jr

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)
 03/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

INDIANAPOLIS, IN 46214

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Units | 03/01/2017 | | M | | 2,550 A \$ 0 | 441,247.94 | D |
| Common Units | 03/01/2017 | | M | | 801 A \$ 0 | 442,048.94 | D |
| Common Units | 03/01/2017 | | M | | 550 A \$ 0 | 442,598.94 | D |
| Common Units | 03/01/2017 | | M | | 550 A \$ 0 | 443,148.94 | D |
| Common Units | 03/01/2017 | | M | | 1,322 A \$ 0 | 444,470.94 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------|------------|---|-------------------------|
| Common Units | 03/01/2017 | M | 7,937 | A | \$ 0 | 452,407.94 | D | |
| Common Units | | | | | | 1,979,804 | I | See footnote <u>(1)</u> |
| Common Units | | | | | | 10,982,209 | I | See footnote <u>(2)</u> |
| Common Units | | | | | | 1,934,287 | I | See footnote <u>(3)</u> |
| Common Units | | | | | | 3,585.05 | I | By Daughter |
| Common Units | | | | | | 142,000 | I | By Spouse |
| Common Units | | | | | | 3,585.05 | I | By Son |

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) | 8. Price of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price |
| | | | | | | Code | V | (A) | (D) | |
| Phantom Units | <u>(4)</u> | 03/01/2017 | | M | 2,550 | <u>(5)</u> | <u>(5)</u> | Common Units | 2,550 | \$ |
| Phantom Units | <u>(4)</u> | 03/01/2017 | | M | 801 | <u>(6)</u> | <u>(6)</u> | Common Units | 801 | \$ |
| Phantom Units | <u>(4)</u> | 03/01/2017 | | M | 550 | <u>(7)</u> | <u>(7)</u> | Common Units | 550 | \$ |
| Phantom Units | <u>(4)</u> | 03/01/2017 | | M | 550 | <u>(8)</u> | <u>(8)</u> | Common Units | 550 | \$ |
| | <u>(4)</u> | 03/01/2017 | | M | 1,322 | <u>(9)</u> | <u>(9)</u> | | 1,322 | \$ |

| | | | | | | | | |
|------------------|-----|------------|---|-------|------|------|-----------------|-------|
| Phantom Units | | | | | | | Common Units | |
| Phantom Units | (4) | 03/01/2017 | M | 7,937 | (10) | (10) | Common Units | 7,937 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Fehsenfeld Fred M Jr 2780 WATERFRONT PKWY. E. DR., SUITE 200 INDIANAPOLIS, IN 46214 | X | | | Chairman of the Board |

Signatures

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

03/03/2017

____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) Common units are owned by two trusts for the benefit of Fred M. Fehsenfeld, Jr. ("Fehsenfeld") and his immediate family. The trusts received the units as consideration for certain assets and liabilities that they contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Pursuant to the terms of the two trusts, on December 31, 2012 the common units were transferred to two new trusts for the benefit of Fehsenfeld and his immediate family. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by the trusts except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.

(2) Common units are owned by The Heritage Group ("THG"). THG received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fehsenfeld is one of five trustees of the thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Fehsenfeld and members of his immediate and extended family. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by THG except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any another purpose.

(3) Common units are owned by Calumet, Incorporated ("Inc."). Inc. received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Fred M. Fehsenfeld, Jr. ("Fehsenfeld") is an indirect shareholder and director of Inc. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by THG except to the extent of his pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.

(4) Each Phantom Unit is the economic equivalent of a Calumet Specialty Products Partners, L.P. Common Unit.

(5) 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.

(6) 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, 2013.

(7) 25% of the Phantom Units vest on December 31 of each year beginning on December 31, 2013.

(8) 25% of the Phantom Units vest on December 31 of each year beginning on December 31, 2014.

(9) 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, 2016.

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(10) 25% of the Phantom Units vest on December 31 of each year beginning on December 31, 2016.

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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