

Calumet Specialty Products Partners, L.P.
Form 4
March 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
William A Anderson

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Sales

2780 WATERFRONT PKWY. E.
DR., SUITE 200

(Street)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	03/23/2015		M		12,600	A	(1)
Common Units	03/23/2015		F		4,306	D	(8)
Common Units					1,060	I	See Footnote (2) (2)
Common Units					1,060	I	See Footnote (3) (3)

Common Units	1,060	I	See Footnote (4) <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)
Phantom Units	<u>(1)</u>	03/23/2015		M	5,400	<u>(5)</u> <u>(5)</u>	Common Units	5,400
Phantom Units	<u>(1)</u>	03/23/2015		M	5,400	<u>(6)</u> <u>(6)</u>	Common Units	5,400
Phantom Units	<u>(1)</u>	03/23/2015		M	1,800	<u>(7)</u> <u>(7)</u>	Common Units	1,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

William A Anderson
2780 WATERFRONT PKWY. E. DR., SUITE 200
INDIANAPOLIS, IN 46214

EVP - Sales

Signatures

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

03/24/2015

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

Units owned by William A. Anderson's ("Mr. Anderson") son. Mr. Anderson disclaims beneficial ownership of these units, and the

(2) inclusion of these units in this report shall not be deemed an admission of beneficial ownership of the reported units for purposes of Section 16 or for any another purpose.

Units owned by Mr. Anderson's daughter. Mr. Anderson disclaims beneficial ownership of these units, and the inclusion of these units in

(3) this report shall not be deemed an admission of beneficial ownership of the reported units for purposes of Section 16 or for any another purpose.

Units owned by Mr. Anderson's son. Mr. Anderson disclaims beneficial ownership of these units, and the inclusion of these units in this

(4) report shall not be deemed an admission of beneficial ownership of the reported units for purposes of Section 16 or for any another purpose.

(5) 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, 2012.

(6) 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.

(7) 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, 2015.

(8) The reporting person elected to surrender 4,306 common units to satisfy tax withholding liabilities upon delivery of common units in accordance with Rule 16b-3.

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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