

Fleming Bruce A
Form 4
August 07, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fleming Bruce A

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 PARKWAY
EAST DRIVE, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP - Strategy & Growth

(Street)
INDIANAPOLIS, IN 46214

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Units	<u>(1)</u>	08/03/2017	A		125,000		<u>(2)</u>	12/31/2020 <u>(2)</u>	Common Units	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleming Bruce A 2780 WATERFRONT PARKWAY EAST DRIVE SUITE 200 INDIANAPOLIS, IN 46214			EVP - Strategy & Growth	

Signatures

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

 **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.

(2) 40% of the Phantom Units will vest on January 1, 2018. An additional, 20% of the Phantom Units will vest at such time, if at all, that the average daily closing price of Calumet Specialty Products Partners, L.P. (the "Partnership") Common Units on the NASDAQ Stock Market LLC ("NASDAQ") during any 120 consecutive calendar day period averages \$7 per Common Unit. An additional 20% of the Phantom Units will vest at such time, if at all, that the average daily closing price of the Partnership's Common Units on the NASDAQ during any 120 consecutive calendar day period averages \$10 per Common Unit. An additional 20% of the Phantom Units will vest at such time, if at all, that the average daily closing price of the Partnership's Common Units on the NASDAQ during any 120 consecutive calendar day period averages \$18 per Common Unit. Settlement will occur on the first to occur of the second anniversary of the reporting person's separation from service, or the issuer's change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.