

Hammell Michael A
Form 4
August 09, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hammell Michael A

(Last) (First) (Middle)

1670 BROADWAY, SUITE 3100

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TransMontaigne Partners L.P. [TLP]

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

08/08/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive VP/Gen Counsel & SEC

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Units	(1)	08/08/2018		258.4451 (2)	A				(3)(4)	(3)(4)	Common Units Representing Limited Partner Interest	258.4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hammell Michael A 1670 BROADWAY, SUITE 3100 DENVER, CO 80202	Executive VP/Gen Counsel & SEC

Signatures

/s/ Michael A.
Hammell 08/09/2018

__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 represents the right to receive one common unit of TransMontaigne Partners L.P. ("TLP") or the cash value thereof.

Represents additional phantom units granted to the Reporting Person under the TLP Management Services LLC Savings and Retention Plan, which constitutes a "Program" under the 2016 Long Term Incentive Plan (the "Plan"), as a result of the quarterly distribution

(2) declared on the common units of TLP for the period ended June 30, 2018, which distribution was paid to common unitholders on August 8, 2018. Under the Plan, in lieu of a cash distribution in respect of phantom units, each Plan participant receives additional phantom units equal in value to the aggregate quarterly distribution allocable to the phantom units held by such participant.

(3) Phantom units awarded under the Plan vest 50% as of the first day of the month that falls closest to the second anniversary of the grant date, with the remaining 50% vesting as of the first day of the month that falls closest to the third anniversary of the grant date. The phantom units are subject to earlier vesting upon a change in control or upon achieving certain age or length of service thresholds as defined in the Plan.

Awards are payable as to 50% of a participant's annual award in the month containing the second anniversary of the grant date, and the remaining 50% in the month containing the third anniversary of the grant date, subject to earlier payment upon the participant's retirement

(4) after achieving the age or service thresholds, death or disability, involuntary termination without cause or termination following a change in control, each as specified in the plan. Phantom units may be paid out, in the sole discretion of the Plan administrator, in cash or in common units of TLP, or a combination thereof.

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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