

Calumet Specialty Products Partners, L.P.

Form 4

April 23, 2007

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grube Ferdinand William

(Last) (First) (Middle)

2780 WATERFRONT PKWY E.
DRIVE SUITE 200

(Street)

INDIANAPOLIS, IN 46214

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Calumet Specialty Products Partners,
L.P. [CLMT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2007

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)
President and CEO

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	(A) or (D)	Price			
Common units representing limited partner interests	04/16/2007		S		591,886	D	<u>(1)</u>	0	I	See Footnote <u>(1)</u>
Common units representing limited partner								11,660	I	See Footnote <u>(2)</u>

interests

Common
units
representing
limited
partner
interests

1,771,855 I

See
Footnote
(3)

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.**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 (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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Subordinated units representing limited partner interests	(4)	04/16/2007		S	1,342,401	(4)	(4)	Common units representing limited partner interests	1,
Subordinated units representing limited partner interests	(4)					(4)	(4)	Common units representing limited partner interests	.
Subordinated units representing limited partner interests	(4)					(4)	(4)	Common units representing limited partner interests	2,

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Grube Ferdinand William
2780 WATERFRONT PKWY E. DRIVE SUITE 200
INDIANAPOLIS, IN 46214

X

President
and CEO

Signatures

/s/ R. Patrick Murray, II, as
Attorney-in-Fact

04/23/2007

__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).

Units are owned by Calumet, Incorporated ("Inc."). On April 16, 2007, Mr. Grube sold his entire interest in Inc. The units held by Inc. were valued at a price of \$52 per unit in the sale. Prior to the sale, Mr. Grube was a shareholder and director of Inc. Mr. Grube disclaims

(1) beneficial ownership of the units of the Issuer owned by Inc. 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 purposes of Section 16 or for any another purpose.

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

(2) 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 are owned by two trusts for the benefit of Mr. Grube's spouse and children. Mr. Grub's spouse is the trustee of the trusts. Mr. Grube

(3) disclaims beneficial ownership of these units, and the 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.

Each Subordinated Unit will convert into one Common Unit at the end of the subordination period, which will end once the Issuer meets

(4) certain financial tests set forth in the agreement of limited partnership of the Issuer, but not before December 31, 2010. These financial tests include the requirement that the Issuer have earned and paid the minimum quarterly distribution and arrearages (if any) on all of its outstanding units for three consecutive, non-overlapping four-quarter periods.

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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