

GLOBAL PARTNERS LP
Form 4
May 17, 2012

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 *
Global GP LLC

2. Issuer Name and Ticker or Trading Symbol
GLOBAL PARTNERS LP [GLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 SOUTH STREET, SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
General Partner

WALTHAM, MA 02454-9161

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common units representing limited partner interests | 05/16/2012 | | P ⁽¹⁾ | 7,500 A | \$ 21.97 ⁽²⁾ 42,232 ⁽¹⁾ | D | |
| Common units representing limited partner interests | 05/17/2012 | | P ⁽¹⁾ | 7,400 A | \$ 21.56 ⁽³⁾ 49,632 ⁽¹⁾ | D | |

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

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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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Global GP LLC 800 SOUTH STREET SUITE 200 WALTHAM, MA 02454-9161 | | X | | General Partner |

Signatures

Edward J. Faneuil, Attorney-in-Fact for Global GP LLC
Date: 05/17/2012

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) Global GP LLC is purchasing common units for the purpose of meeting its anticipated obligations to deliver common units under the Global Partners LP Long-Term Incentive Plan ("LTIP") to officers, directors and employees. The reporting person disclaims any pecuniary interest in these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16.
- (2) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$21.86 to \$22.00, inclusive. The reporting person undertakes to provide to Global Partners LP, any security holder of Global Partners LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (2) to this Form 4.

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- The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$21.39 to \$21.60, inclusive. The reporting person undertakes to provide to Global Partners LP, any security holder of Global Partners LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (3) to this Form 4.

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.