

Carter James S  
 Form 4  
 February 20, 2019

**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 \*  
 Carter James S

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 PKWY. E.  
 DR., SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2019

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

INDIANAPOLIS, IN 46214

(City) (State) (Zip)

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

**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                    | 02/15/2019                           |  | M                              |   | 1,322   | A  | \$ 0                              |
| Common Units                    | 02/15/2019                           |  | M                              |   | 7,937   | A  | \$ 0                              |
| Common Units                    | 02/15/2019                           |  | M                              |   | 2,674   | A  | \$ 0                              |
| Common Unit                     | 02/15/2019                           |  | M                              |   | 5,208   | A  | \$ 0                              |
| Common Units                    | 02/15/2019                           |  | M                              |   | 694   | A  | \$ 0                              |

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|              |            |   |       |   |      |         |   |
|--------------|------------|---|-------|---|------|---------|---|
| Common Units | 02/15/2019 | M | 155   | A | \$ 0 | 146,266 | D |
| Common Units | 02/15/2019 | M | 2,542 | A | \$ 0 | 148,808 | D |

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. 3) |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 1,322   | (2) (2)  | Common Units  | 1,322                                      | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 7,937   | (3) (3)  | Common Units  | 7,937                                      | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 2,674   | (4) (4)  | Common Units  | 2,674                                      | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 5,208   | (4) (4)  | Common Unit   | 5,208                                      | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 694   | (5) (5)  | Common Units  | 694  | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 155   | (6) (6)  | Common Units  | 155  | \$                         |  |
| Phantom Units                              | (1)  | 02/15/2019                           |  | M                              | 2,542   | (7) (7)  | Common Units  | 2,542                                      | \$                         |  |

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Carter James S  
2780 WATERFRONT PKWY. E. DR., SUITE 200 X  
INDIANAPOLIS, IN 46214

## Signatures

/s/ D. West Griffin, as  
attorney-in-fact 02/20/2019

\_\_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) 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, 2016.

(3) 25% of the Phantom Units vest on December 31 of each year beginning on December 31, 2016.

(4) 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, 2018.

(5) Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2015.

(6) Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination of service. 25% of the Phantom Units vest on July 1 of each year beginning on July 1, 2016.

(7) Each Phantom Unit becomes payable either in the form of a Common Unit or the cash value thereof upon the earlier of the date specified by the reporting person or the reporting person's termination date. Phantom Units are 100% vested.

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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