Rutigliano Nicholas J Form 4 February 16, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person ** Rutigliano Nicholas J

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

5. Relationship of Reporting Person(s) to

Issuer

Symbol

Calumet Specialty Products Partners,

(Check all applicable)

L.P. [CLMT]

02/14/2012

(Last) (First)

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

__X__ Director ____ Officer (

_ Director _____ 10% Owner Officer (give title _____ Other (specify

2780 WATERFRONT PKWY. E.

(Street)

(Middle)

DR., SUITE 200

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

INDIANAPOLIS, IN 46214

(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. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Units	02/14/2012		M	744	A	(1)	55,047	D		
Common Units	02/14/2012		M	18	A	(1)	55,065	D		
Common Units	02/14/2012		M	4	A	(1)	55,069	D		
Common Units	02/14/2012		M	16	A	(1)	55,085	D		
Common Units							10,982,209	I	See footnote	

					$(4) \frac{(4)}{}$
Common Units			12,500	I	See footnote $(5) \frac{(5)}{2}$

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

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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 (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. Transactic Code (Instr. 8)	Derivative		6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/14/2012		A	744		(2)	(2)	Common Units	744	\$ 22
Phantom Units	<u>(1)</u>	02/14/2012		M		744	(2)	(2)	Common Units	744	\$
Phantom Units	<u>(1)</u>	02/14/2012		A	18		<u>(3)</u>	(3)	Common Units	18	\$ 22
Phantom Units	(1)	02/14/2012		A	24		<u>(6)</u>	<u>(6)</u>	Common Units	24	\$ 22
Phantom Units	(1)	02/14/2012		M		18	<u>(6)</u>	<u>(6)</u>	Common Units	18	\$
Phantom Units	<u>(1)</u>	02/14/2012		A	20		<u>(7)</u>	<u>(7)</u>	Common Units	20	\$ 22
Phantom Units	(1)	02/14/2012		M		4	<u>(7)</u>	<u>(7)</u>	Common Units	4	\$
Phantom Units	(1)	02/14/2012		A	20		<u>(6)</u>	<u>(6)</u>	Common Units	20	\$ 22
Phantom Units	(1)	02/14/2012		M		16	(6)	<u>(6)</u>	Common Units	16	\$

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Phantom Units 02/14/2012 A 189 (8) (8) Common Units 189 \$ 22

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rutigliano Nicholas J 2780 WATERFRONT PKWY. E. DR., SUITE 200 X INDIANAPOLIS, IN 46214

Signatures

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

02/16/2012

Date

**Signature of Reporting Person

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.
- 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 (2) by the reporting person or the reporting person's termination date. Phantom Units are 100% vested. The reporting person settled the vested phantom units for common units.
- 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, 2012.
 - Common units are owned by The Heritage Group ("THG"). THG received the units as consideration for certain assets and liabilities that it contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Nicholas Rutigliano ("Rutigliano") is one of
- (4) five trustees of the thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Rutigliano and members of his immediate and extended family. Rutigliano disclaims beneficial ownership of the units of the Issuer owned by THG 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 the purposes of Section 16 or for any other purpose.
- Common units owned by Rutigliano's spouse. Rutigliano disclaims beneficial ownership of the units of the Issuer owned by THG except (5) 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 the purposes of Section 16 or for any other purpose.
- 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 January 22 of each year beginning on January 22, 2010. The reporting person settled the vested phantom units for common units.
- 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 (7) 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, 2011.
- 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 (8) 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, 2013.

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.

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