Foxx Kevin L Form 4 February 17, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 *

Foxx Kevin L

1(b).

[SGLP]

(Last) (First) (Middle)

6120 SOUTH YALE **AVENUE, SUITE 500**

TULSA, OK 74136

(City)

1. Title of

Security

(Instr. 3)

(Street)

(Zip)

(State)

2. Issuer Name and Ticker or Trading

Symbol

SemGroup Energy Partners, L.P.

3. Date of Earliest Transaction

(Month/Day/Year) 02/13/2009

4. If Amendment, Date Original

F

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

54,675

3.51

Securities Beneficially Owned **Following** Reported

200,325

20,000

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

Ownership

Beneficial Ownership (Instr. 4)

By Wife

Indirect

7. Nature of

Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D)

(A)

Common

units

representing 02/13/2009 limited

partner interests

Common

units representing

limited partner **OMB APPROVAL**

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Officer (give title __X_ Other (specify

Pres & CEO of GP

6. Individual or Joint/Group Filing(Check

6.

D

Ι

below)

Issuer

below)

Director

0.5

1

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interests

Common

units

representing By I 10,000 limited Daughter

partner interests

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu

Deriv

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Foxx Kevin L 6120 SOUTH YALE AVENUE SUITE 500 **TULSA, OK 74136**

Pres & CEO of GP

Signatures

Foxx

/s/ Kevin L. 02/17/2009

**Signature of Date

Reporting Person

Reporting Owners 2 Edgar Filing: Foxx Kevin L - Form 4

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).
 - As disclosed in a Current Report on Form 8-K filed on July 21, 2008, the phantom units owned by Mr. Foxx vested on a change of control of the general partner, SemGroup Energy Partners G.P., L.L.C. (the "General Partner"), of SemGroup Energy Partners, L.P. (the
- (1) "Partnership"). 150,000 phantom units were reported as owned in prior Form 4 filings. The vested phantom units have since been issued to Mr. Foxx and 54,675 common units were withheld on February 13, 2009 to fulfill tax obligations as permitted by the Long-Term Incentive Plan of the General Partner.

Remarks:

Mr. Foxx is the President and CEO of SemGroup Energy Partners G.P., L.L.C., the general partner of SemGroup Energy Partners 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.