

Rutigliano Nicholas J
 Form 4
 February 16, 2011

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 *
 Rutigliano Nicholas J

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.
 DRIVE SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2011

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

INDIANAPOLIS, IN 46214

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Units	02/14/2011		M	65	A <u>U</u>	37,624	D	
Common Units	02/14/2011		M	38	A <u>U</u>	37,662	D	
Common Units	02/14/2011		M	10	A <u>U</u>	37,672	D	
Common Units	02/14/2011		M	10	A <u>U</u>	37,682	D	
Common Units	02/15/2011		M	542	A <u>U</u>	38,224	D	

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Common Units	3,568,033	I	See Footnote <u>(5)</u>
Common Units	12,500	I	See Footnote <u>(6)</u>

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 or Derivative Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/14/2011		A	65	<u>(2)</u>	<u>(2)</u>	Common Units	65	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M	65	<u>(2)</u>	<u>(2)</u>	Common Units	65	\$ 0
Phantom Units	<u>(1)</u>	02/14/2011		A	38	<u>(2)</u>	<u>(2)</u>	Common Units	38	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M	38	<u>(2)</u>	<u>(2)</u>	Common Units	38	\$ 0
Phantom Units	<u>(1)</u>	02/14/2011		A	20	<u>(4)</u>	<u>(4)</u>	Common Units	20	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M	10	<u>(4)</u>	<u>(4)</u>	Common Units	10	\$ 0
Phantom Units	<u>(1)</u>	02/14/2011		A	17	<u>(4)</u>	<u>(4)</u>	Common Units	17	\$ 23
Phantom Units	<u>(1)</u>	02/14/2011		M	10	<u>(4)</u>	<u>(4)</u>	Common Units	10	\$ 0

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Phantom Units	(1)	02/14/2011	A	4	(3)	(3)	Common Units	4	\$ 23
Phantom Units	(1)	02/14/2011	A	13	(3)	(3)	Common Units	13	\$ 23
Phantom Units	(1)	02/15/2011	A	542	(2)	(2)	Common Units	542	\$ 23
Phantom Units	(1)	02/15/2011	M	542	(2)	(2)	Common Units	542	\$ 0
Phantom Units	(1)	02/15/2011	A	181	(7)	(7)	Common Units	181	\$ 23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rutigliano Nicholas J 2780 WATERFRONT PKWY E. DRIVE SUITE 200 INDIANAPOLIS, IN 46214	X			

Signatures

/s/ R. Patrick Murray, II, as attorney-in-fact 02/16/2011

__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
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
 - (3) 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
 - (4) 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.

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 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 another purpose.
 - (5)

Common units owned by Rutigliano's spouse. 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 another purpose.
 - (6)

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- 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, 2012.

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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