

Calumet Specialty Products Partners, L.P.
Form 4
March 03, 2009

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 *
Heritage Group

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)
5400 W. 86TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

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

INDIANAPOLIS, IN 46268
(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 | 03/03/2009 | | J ⁽¹⁾ | 367,197 D \$ 0 | 3,200,836 | D | |
| Common Units | 03/03/2009 | | J ⁽¹⁾ | 367,197 A \$ 0 | 367,197 | I | See Footnote <u>(2)</u> |
| Common Units | | | | | 591,886 | I | See Footnote <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Units | (4) | 03/03/2009 | | J(1) | | 832,803 | (4) (4) | Common Units |
| Subordinated Units | (4) | 03/03/2009 | | J(1) | | 832,803 | (4) (4) | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Heritage Group 5400 W. 86TH STREET INDIANAPOLIS, IN 46268 | | | X | |

Signatures

/s/ John Vercruysse,
Controller

03/03/2009

**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) This transaction involved a transfer of Common Units and Subordinated Units by the reporting person ("Heritage"), a general partnership, to The Heritage Group Investment Company, LLC ("Heritage LLC"), a limited liability company for which Heritage serves as the Manager and which is wholly owned by the thirty grantor trusts that are the sole general partners and owners of Heritage.

(2) The Units (either Common Units or Subordinated Units, as applicable) are owned by Heritage LLC, a limited liability company for which Heritage serves as the Manager and which is wholly owned by the thirty grantor trusts that are the sole general partners and owners of Heritage. Heritage disclaims beneficial ownership of the Units owned by Heritage LLC, except to the extent of any pecuniary interest therein, and the inclusion of these Units in this report shall not be deemed an admission of beneficial ownership of all the reported Units for purposes of Section 16 or for any other purpose.

(3) The Units are owned by Calumet, Incorporated ("Calumet Inc."). Heritage is an indirect shareholder of Calumet Inc. Heritage disclaims beneficial ownership of the Units owned by Calumet Inc., except to the extent of any pecuniary interest therein, and the inclusion of these Units in this report shall not be deemed an admission of beneficial ownership of all the reported Units for purposes of Section 16 or for any other purpose.

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- (4) Each Subordinated Unit will convert into one Common Unit at the end of the subordination period, which will end once the Issuer meets certain financial tests set forth in the agreement of limited partnership of the Issuer, but not before December 31, 2010. These financial tests include the requirement that the Issuer will have earned and paid the minimum quarterly distribution and arrearages (if any) on all of its outstanding Units for three consecutive, non-overlapping four-quarter periods.

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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