

Grube Ferdinand William
Form 4
February 03, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Grube Ferdinand William

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2006

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

(Street)
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

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 Indirect Ownership (Instr. 4)
Common units representing limited partner interests	01/31/2006	01/31/2006	J ⁽¹⁾	11,660 A <u>(1)</u>	11,660	I	See Footnote <u>(1)</u>
Common units representing limited partner	01/31/2006	01/31/2006	J ⁽²⁾	1,168,309 A <u>(2)</u>	1,179,969	I	See Footnote <u>(2)</u>

interests

Common
units
representing
limited
partner
interests

01/31/2006 01/31/2006 J⁽³⁾ 591,886 A (3) 1,771,855 I

See
Footnote
(3)

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. 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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Subordinated Units representing limited partner interests	<u>(4)</u>	01/31/2006		J ⁽¹⁾	26,445	<u>(4)</u> <u>(4)</u>	Common Units 26,
Subordinated Units representing limited partner interests	<u>(4)</u>	01/31/2006		J ⁽²⁾	2,649,728	<u>(4)</u> <u>(4)</u>	Common Units 2,649,
Subordinated Units representing limited partner interests	<u>(4)</u>	01/31/2006		J ⁽³⁾	1,342,401	<u>(4)</u> <u>(4)</u>	Common Units 1,342,

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Grube Ferdinand William
2780 WATERFRONT PKWY E. DRIVE
SUITE 200
INDIANAPOLIS, IN 46214

X

President and CEO

Signatures

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

02/02/2006

__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) Units owned by Mr. Grube's spouse. Mr. Grube's spouse received the units as consideration for certain assets and liabilities that she contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Mr. Grube disclaims beneficial ownership of these units, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of the reported units for purposes of Section 16 or for any another purpose.
 - (2) Units are owned by two trusts for the benefit of Mr. Grube's spouse and children. The trusts received the units as consideration for certain assets and liabilities that they contributed to the capital of the Issuer in connection with the Issuer's initial public offering. Mr. Grub's spouse is the trustee of the trusts. Mr. Grube disclaims beneficial ownership of these units, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of the reported units for purposes of Section 16 or for any another purpose.
 - (3) Units are owned by Calumet, Incorporated ("Inc."). Inc. 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. Mr. Grube is a shareholder and director of Inc. Mr. Grube disclaims beneficial ownership of the units of the Issuer owned by Inc. 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 purposes of Section 16 or for any another purpose.
 - (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 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.

Remarks:

Mr. Grube is an Officer and Director of Calumet GP, LLC, the general partner of the Issuer.

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.