

Fehsenfeld Fred M Jr
Form 4/A
March 03, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fehsenfeld Fred M Jr

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)
12/31/2007

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/03/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	12/31/2007		M		574	A	<u>11</u> 148,854.94
Common Units							3,585.05
Common Units							3,535.05
Common Units							572,154

See
Footnote
(4)

See
Footnote
(5)

See
Footnote

Common Units	3,269,033	I	<u>(6)</u> See Footnote <u>(7)</u>
Common Units	591,866	I	See Footnote <u>(8)</u>
Common Units	2,000	I	See Footnote <u>(9)</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 required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom unit	<u>(1)</u>	12/31/2007		M	304	<u>(2)</u> <u>(2)</u>	Common Units	304 <u>(1)</u>
Phantom unit	<u>(1)</u>	12/31/2007		M	270	<u>(3)</u> <u>(3)</u>	Common Units	270 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehsenfeld Fred M Jr 2780 WATERFRONT PKWY E. DRIVE SUITE 200 INDIANAPOLIS, IN 46214	X		Chairman	

Signatures

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

03/03/2008

__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.

(2) 25% of the Phantom Units vest of December 31 of each year beginning on December 31, 2006.

(3) 25% of the Phantom Units vest of December 31 of each year beginning on December 31, 2007.

This amendment is being filed solely for the purpose of correcting footnotes number 4 and 5 in the original Form 4 filed January 3, 2008. Inadvertently, the original Form 4 incorrectly reflected that Fred M. Fehsenfeld's ("Fehsenfeld") daughter owned an additional 3,040.05

(4) Common Units. As reflected in this amended Form 4, Fehsenfeld's daughter owns 3,585.05 Common Units. Fehsenfeld 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.

This amendment is being filed solely for the purpose of correcting footnotes number 4 and 5 in the original Form 4 filed January 3, 2008. Inadvertently, the original Form 4 incorrectly reflected that Fehsenfeld's son owned an additional 3,040.05 Common Units. As reflected

(5) in this amended Form 4, Fehsenfeld's son owns 3,535.05 Common Units. Fehsenfeld 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.

Common Units are owned by two trusts for the benefit of Fehsenfeld and his immediate family. 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

(6) offering. Fehsenfeld disclaims beneficial ownership of the units of the Issuer owned by the trusts 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.

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. Fehsenfeld is one of five trustees of the

(7) thirty grantor trusts that own all of the partnership interests in THG. The beneficiaries of the trusts include Fehsenfeld and members of his immediate and extended family. Fehsenfeld 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.

Common 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. Fehsenfeld is an indirect shareholder and

(8) director of Inc. Fehsenfeld disclaims beneficial ownership of these units 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.

Common Units owned by Fehsenfeld's spouse. Fehsenfeld disclaims beneficial ownership of these units, and the inclusion of the units in

(9) 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.

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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