

Ashcroft Jeremiah J III  
 Form 3  
 January 18, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * Ashcroft Jeremiah J III (Last) (First) (Middle)  ONE GREENWAY PLAZA, SUITE 600  (Street)  HOUSTON, TX 77046 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/13/2012	3. Issuer Name and Ticker or Trading Symbol BUCKEYE PARTNERS, L.P. [BPL]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable      Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title      Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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(Instr. 5)

Phantom Units	04/30/2012	04/30/2012	Limited Partner Units	853	\$ <sup>(1)</sup>	D	Â
Phantom Units	01/01/2013	01/01/2013	Limited Partner Units	2,628	\$ <sup>(1)</sup>	D	Â
Phantom Units	02/16/2013	02/16/2013	Limited Partner Units	1,776	\$ <sup>(1)</sup>	D	Â
Phantom Units	01/01/2014	01/01/2014	Limited Partner Units	3,078	\$ <sup>(1)</sup>	D	Â
Phantom Units	02/09/2014	02/09/2014	Limited Partner Units	5,081	\$ <sup>(1)</sup>	D	Â
Phantom Units	01/13/2015	01/13/2015	Limited Partner Units	11,943	\$ <sup>(1)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashcroft Jeremiah J III ONE GREENWAY PLAZA SUITE 600 HOUSTON, TX 77046	Â	Â	Â SVP	Â

## Signatures

/s/ Todd J. Russo as attorney-in-fact for Jeremiah J. Ashcroft, III

01/18/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 one limited partner unit of Buckeye Partners, L.P.

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### Remarks:

Exhibit 24 - Power of Attorney

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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