| SEC Form 4 |  |
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C

(Last)

(Street) DENVER

(City)

(Last)

(First)

CO

(State)

COASTAL FUELS MARKETING INC

(First)

1670 BROADWAY, SUITE 3100

1. Name and Address of Reporting Person\*

1670 BROADWAY, SUITE 3100

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|  | Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL         |           |  |  |  |  |
|----------------------|-----------|--|--|--|--|
| OMB Number:          | 3235-0287 |  |  |  |  |
| Estimated average bu | rden      |  |  |  |  |
| hours per response:  | 0.5       |  |  |  |  |

|  | ions may contir<br>tion 1(b).   | nue. See                                   |             | File  |   |   |  |              |                             |          | ities Exch<br>ompany A |  |   |  |                            | hours per                                  | response:   | 0.5                                   |
|--|---|--|-------------|---|---|---|--|--------------|-----------------------------|----------|------------------------|--|---|--|----------------------------|--|---|---------------------------------------|
| 1. Name and Address of Reporting Person <sup>*</sup><br>TRANSMONTAIGNE INC                 |   |  |             |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>TransMontaigne Partners L.P.</u> [ TLP ] |   |  |              |                             |          |                        |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director X 10% Owner  |  |                            |  |   |                                       |
| (Last) (First) (Middle)<br>1670 BROADWAY, SUITE 3100                                       |   |  |             |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/03/2005                                    |   |  |              |                             |          |                        |  | Officer (give title X Other (specify below) See footnotes (2) and (3)   |  |                            |  |   |                                       |
| (Street)<br>DENVER CO 80202  |   |  |             | 4.  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |              |                             |          |                        |  | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>Form filed by One Reporting Person<br>X Form filed by More than One Reporting<br>Person |  |                            |  |   |                                       |
| (City)   | (5)   |  | (Zip)       | - Non-Deriv                                     | vativ   | ve Sec                                    | urities  | Aca          | uire                        | d. Di    | sposed                 | of, or   | Benefi  | cially Own   | ed                         |  |   |                                       |
| Table I - Non-Deriva   1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea) |   |  | ar)         | 2A. Deemed<br>Execution Date                    |   | d 3.<br>Date, Transaction<br>Code (Instr. |  | 4. S         | Securities J                | Acquired | l (A) or               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Follow<br>Reported | 6<br>F<br>(I  | 6. Ownersh<br>Form: Direc<br>(D) or Indire<br>(I) (Instr. 4) | t Benef                    | ıre of Indirect<br>cial<br>ship (Instr. 4) |   |                                       |
|  |   |  |             |   |   |   |  | Code         | e v                         | Am       | ount                   | (A) or<br>(D)  | Price   | Transaction(s<br>(Instr. 3 and 4)                            | )                          |  |   |                                       |
|  | Common Units representing limited partner interests 06/03/2005        |  |             | 5   |   |   | <b>J</b> <sup>(4)</sup>                              |              | 5                           | 02,500   | D                      | \$21.4   | 0   |  | Ι                          | See f<br>(2)(3)(4                          | ootnotes <sup>(1)</sup>   |                                       |
|  |   | Ta   | able        | e II - Derivat<br>(e.g., p                      |   |   |  |              |                             |          |                        |  | eneficia<br>ecurities   |  |                            |  |   |                                       |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Exe<br>if a | Deemed<br>ecution Date,<br>ny<br>onth/Day/Year) |   | nsaction<br>le (Instr.                    | 5. Num<br>of<br>Deriva<br>Securi<br>Acquir<br>(A) or | tive<br>ties | 6. Date<br>Expira<br>(Month | tion Da  |                        | Amo<br>Secu<br>Und<br>Deri   | tle and<br>ount of<br>urities<br>erlying<br>vative<br>urity (Instr.   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)          | deriva<br>Secur            | rities<br>ficially<br>ed<br>wing           | 10.<br>Ownershi<br>Form:<br>Direct (D)<br>or Indirec<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |  |             |   |   |   | Of (D)<br>(Instr. 3<br>and 5)                        | 3, 4         |                             |          |                        | and  |   |  | Repor<br>Transa<br>(Instr. | saction(s)                                 |   |                                       |
|  |   |  |             |   | Code  | le V                                      | Dispos<br>of (D)<br>(Instr.<br>and 5)                | 3, 4         | Date<br>Exerci              | sable    | Expiratic<br>Date      | and  | 4)<br>Amoun<br>or<br>Numbe<br>of  | t  | Trans                      | saction(s)                                 |   |                                       |
|  | nd Address of   | Reporting Person <sup>*</sup><br>LIGNE INC |             |   | Code  | e V                                       | Dispos<br>of (D)<br>(Instr.<br>and 5)                | 3, 4         |                             | sable    |                        | and  | 4)<br>Amoun<br>or<br>Numbe<br>of  | t  | Trans                      | saction(s)                                 |   |                                       |
| TRANS<br>(Last)  | Ind Address of  |  |             | (Middle)  | Code  | le V                                      | Dispos<br>of (D)<br>(Instr.<br>and 5)                | 3, 4         |                             | sable    |                        | and  | 4)<br>Amoun<br>or<br>Numbe<br>of  | t  | Trans                      | saction(s)                                 |   |                                       |
| TRANS<br>(Last)  | nd Address of<br>SMONTA<br>OADWAY,                                    | (First)                                    |             | (Middle)<br>80202                               | Code  | e V                                       | Dispos<br>of (D)<br>(Instr.<br>and 5)                | 3, 4         |                             | sable    |                        | and  | 4)<br>Amoun<br>or<br>Numbe<br>of  | t  | Trans                      | saction(s)                                 |   |                                       |
| TRANS<br>(Last)<br>1670 BR<br>(Street)   | nd Address of<br>SMONTA<br>OADWAY,                                    | (First)<br>SUITE 3100                      |             |   | Cod   | e V                                       | Dispos<br>of (D)<br>(Instr.<br>and 5)                | 3, 4         |                             | sable    |                        | and  | 4)<br>Amoun<br>or<br>Numbe<br>of  | t  | Trans                      | saction(s)                                 |   |                                       |

(Middle)

80202

(Zip)

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| (Street)<br>DENVER   | СО                       | 80202    |  |  |  |  |  |
|--|--------------------------|----------|--|--|--|--|--|
| (City)   | (State)                  | (Zip)    |  |  |  |  |  |
| 1. Name and Address of Reporting Person <sup>*</sup><br>TransMontaigne Services Inc. |                          |          |  |  |  |  |  |
| (Last)<br>1670 BROADWAY  | (First)<br>7, SUITE 3100 | (Middle) |  |  |  |  |  |
| (Street)<br>DENVER   | СО                       | 80202    |  |  |  |  |  |
| (City)   | (State)                  | (Zip)    |  |  |  |  |  |
| 1. Name and Address of Reporting Person <sup>*</sup><br>TransMontaigne GP L.L.C.     |                          |          |  |  |  |  |  |
| (Last)<br>1670 BROADWAY  | (First)<br>7, SUITE 3100 | (Middle) |  |  |  |  |  |
| (Street)<br>DENVER   | СО                       | 80202    |  |  |  |  |  |
| (City)   | (State)                  | (Zip)    |  |  |  |  |  |

## Explanation of Responses:

1. At the closing of the Issuer's initial public offering of common units ("Common Units") representing limited partner interests (the "Offering"), each of TransMontaigne Product Services Inc. ("TPSI"), TransMontaigne Services Inc. ("TSI"), Coastal Fuels Marketing, Inc. ("Coastal Fuels") and TransMontaigne GP L.L.C. ("GP LLC") contributed certain assets to the Issuer and in exchange therefor (i) TPSI received an aggregate of 2,245,933 subordinated units ("Subordinated Units") representing limited partner interests in the Issuer, (ii) Coastal Fuels received an aggregate of 502,500 Common Units and 626,333 Subordinated Units, (iii) TSI received 120,000 Common Units, and (v) GP LLC (a) continued its 2% general partner interest (which was converted at the closing to the form of 148,873 general partner units) and (b) received certain incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions, in the Issuer.

2. As of the closing of the Offering (i) TMG and TPSI are indirect beneficial owners of the Subordinated Units held by Coastal Fuels, (ii) TMG is the indirect beneficial owner of the Subordinated Units held by TPSI, (iii) TMG is the indirect owner of Common Units held by TSI, and (iv) TMG and TSI are the indirect beneficial owners of the IDRs and general partner interests held by GP LLC.

3. GP LLC is sole general partner of (and holds a 2% interest in) Issuer and by virtue of its rights under Issuer's First Amended and Restated Agreement of Limited Partnership it may be deemed to control the securities of Issuer. GP LLC disclaims beneficial ownership of any Common Units or Subordinated Units representing limited partner interests in the Issuer other than those attributable to its general partner interest in the Issuer. TMG owns 100% of each of TPSI and TSI. TPSI owns 100% of Coastal Fuels. TSI is the sole member of GP LLC.

4. In connection with the Offering, the underwriters were granted the right to purchase 502,000 Common Units from the Issuer solely to cover over-allotments. In connection with the closing of the overallotment option, Issuer redeemed 502,500 Common Units from Coastal Fuels at \$21.40 per Common Unit to satisfy the over-allotment option.

> /s/ Erik B. Carlson, Senior Vice President, Corporate Secretary 06/03/2005 and General Counsel, TransMontaigne Inc. /s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, 06/03/2005 **TransMontaigne Product** Services Inc. /s/ Erik B. Carlson, Senior Vice President, Corporate Secretary 06/03/2005 and General Counsel, Coastal Fuels Marketing, Inc. /s/ Erik B. Carlson, Senior Vice President, Corporate Secretary 06/03/2005 and General Counsel, TransMontaigne Services Inc. /s/ Erik B. Carlson, Senior Vice

<u>President, Corporate Secretary</u> and General Counsel,

06/03/2005

TransMontaigne GP L.L.C.

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.