

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) February 20, 2006

TRANSMONTAIGNE PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-32505

(Commission File Number)

34-2037221

(I.R.S. Employer
Identification Number)

1670 Broadway, Suite 3100, Denver, CO 80202

(Address of principal executive offices)

Registrant's telephone number, including area code: **303-626-8200**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On February 20, 2006, we entered into a new five-year terminaling services agreement with Marathon Petroleum Company LLC ("Marathon") regarding approximately 1.0 million barrels of asphalt storage capacity throughout our Florida facilities. We will provide services to Marathon and its customers, including the receipt, storage, throughput, heating, additive and other injection services, blending and delivery of asphalt. The Marathon agreement became effective February 20, 2006 at our Jacksonville and Port Manatee, Florida facilities and will become effective on May 1, 2006 at our Cape Canaveral and Port Everglades facilities.

The terminaling services agreement with our current asphalt customer will expire simultaneously with the effective dates of the Marathon agreement.

A copy of the press release announcing the transaction is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	TransMontaigne Partners L.P. press release dated February 23, 2006.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANSMONTAIGNE PARTNERS L.P.

By: TransMontaigne GP L.L.C.,
its general partner

Date: February 24, 2006

By: /s/ Randall J. Larson
Randall J. Larson
Executive Vice President, Chief
Financial Officer and Chief
Accounting Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	TransMontaigne Partners L.P. press release dated February 23, 2006.



Contact: Donald H. Anderson, President/CEO
William S. Dickey, Executive Vice President/COO
Randall J. Larson, Executive Vice President/CFO
303-626-8200

**TRANSMONTAIGNE PARTNERS L.P. ANNOUNCES NEW ASPHALT AGREEMENT
WITH MARATHON PETROLEUM COMPANY LLC**

Thursday, February 23, 2006

Immediate Release

Denver, Colorado - TransMontaigne Partners L.P. (NYSE:TLP) today announced that it had entered into a new five-year Terminaling Services Agreement with Marathon Petroleum Company LLC (Marathon) regarding approximately 1.0 million barrels of asphalt storage capacity throughout its Florida facilities. TransMontaigne Partners will provide services to Marathon and its customers, including the receipt, storage, throughput, heating, additive and other injection services, blending and delivery of asphalt. The Marathon Agreement became effective February 20, 2006 at the Jacksonville and Port Manatee Florida facilities and will become effective on May 1, 2006 at the Cape Canaveral and Port Everglades facilities. Simultaneous with the effective date of the Marathon Agreement, the existing agreement with our current asphalt customer will expire.

TransMontaigne Partners L.P. is a refined petroleum products terminaling and pipeline company based in Denver, Colorado with operations currently in Florida, Southwest Missouri and Northwest Arkansas. We provide integrated terminaling, storage, pipeline and related services for companies engaged in the distribution and marketing of refined petroleum products and crude oil, including TransMontaigne Inc. The Company handles light refined products such as gasolines, distillates (including heating oil) and jet fuels; heavy refined products such as residual fuel oils and asphalt; and crude oil. Corporate news and additional information about TransMontaigne Partners L.P. is available on the Company's web site: www.transmontaignepartners.com.

Forward-Looking Statements

This press release includes statements that may constitute forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. This information may involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected.

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