

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TRANSMONTAIGNE INC</u>  (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransMontaigne Partners L.P. [ TLP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2005</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>See footnotes (2) and (3)</u>  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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			
<u>Common Units representing limited partner interests</u>	<u>05/27/2005</u>		<u>J<sup>(1)</sup></u>		<u>622,500</u>	<u>A</u>	<u>\$21.4</u>	<u>622,500</u>	<u>I</u>	<u>See footnotes<sup>(1)(2)(3)</sup></u>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subordinated Units representing limited partner interests	(4)	05/27/2005		J <sup>(1)</sup>		2,872,266		(4)	(4)	Common Units	2,872,266	(1)	2,872,266	I	See footnotes <sup>(1)</sup> (2)(3)

1. Name and Address of Reporting Person* <u>TRANSMONTAIGNE INC</u>  (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>TRANSMONTAIGNE PRODUCT SERVICES INC</u>  (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>COASTAL FUELS MARKETING INC</u>  (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TransMontaigne Services Inc.](#)

(Last) (First) (Middle)

1670 BROADWAY, SUITE 3100

(Street)  
DENVER CO 80202

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TransMontaigne GP L.L.C.](#)

(Last) (First) (Middle)

1670 BROADWAY, SUITE 3100

(Street)  
DENVER CO 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 (iv) 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. 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.
3. At the closing of the Offering, TPSI's 98% limited partner interest was reduced to 46.9% (taking into account the limited partner interests held by affiliates of TPSI) as a result of the dilutive effect of the Offering. 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.
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, but not before June 30, 2008. These financial tests require the Issuer to have earned and paid the minimum quarterly distribution and arrearages (if any) on all of its outstanding units for any three consecutive four quarter periods.

[/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne Inc.](#) 05/31/2005

[/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne Product Services Inc.](#) 05/31/2005

[/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, Coastal Fuels Marketing, Inc.](#) 05/31/2005

[/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne Services Inc.](#) 05/31/2005

[/s/ Erik B. Carlson, Senior Vice President, Corporate Secretary and General Counsel, TransMontaigne GP L.L.C.](#) 05/31/2005

\*\* Signature of Reporting Person Date

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

\* 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.