

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>MORGAN STANLEY</u>  (Last) (First) (Middle) <u>1585 BROADWAY</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/01/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>TransMontaigne Partners L.P. [ TLP ]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/11/2006</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  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)
<u>Common Units representing limited partnership interests<sup>(1)(2)</sup></u>	<u>9,300<sup>(1)(2)(3)(4)(5)(6)</sup></u>	<u>I</u>	<u>See Notes<sup>(1)(2)(3)(4)(5)(6)</sup></u>

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Subordinated Units representing limited partnership interest<sup>(1)(2)</sup></u>	<u>(5)</u>	<u>(5)</u>	<u>Common Units</u>	<u>(3)(4)(5)</u>	<u>(5)</u>	<u>I</u>	<u>See Notes<sup>(1)(2)(3)(4)(5)</sup></u>

Explanation of Responses:

1. TransMontaigne Inc. (the "Company") owns 100% of TransMontaigne Services Inc. ("TSI") and TSI is the sole member of TransMontaigne GP L.L.C. ("GP LLC"), which is the sole general partner of, and holds 148,873 general partner units in, TransMontaigne Partners L.P. (the "Issuer") and by virtue of its rights under the Issuer's First Amended and Restated Agreement of Limited Partnership it may be deemed to control the securities of the Issuer. In addition, GP LLC has certain incentive distribution rights ("IDRs") which represent the right to receive an increasing percentage of quarterly distributions in the Issuer. Each of the reporting persons disclaims beneficial ownership of any of the securities reported herein.
2. On September 1, 2006, Buffalo Merger Sub Inc. merged with and into the Company and as a result, the Company became a direct, wholly owned subsidiary of Morgan Stanley Capital Group Inc. ("MSCGI"). Pursuant to the Agreement and Plan of Merger dated June 22, 2006, by and among MSCGI, Buffalo Merger Sub Inc. and the Company, each outstanding share of Common Stock, par value \$0.01 of the Company was cancelled and converted into the right to receive \$11.35 per share, except for shares held by MSCGI and its subsidiaries which were cancelled and no consideration was issued in exchange therefor. Pursuant to the merger each outstanding share of common stock of Buffalo Merger Sub Inc. was converted into a share of Common Stock. MSCGI is a wholly owned subsidiary of Morgan Stanley.
3. MSCGI directly holds 450,000 subordinated units, which are convertible into common units as described in note 5 below.
4. TransMontaigne Product Services Inc. and Coastal Fuels Marketing, Inc. directly hold an aggregate of 2,872,266 subordinated units. Each of TransMontaigne Product Services Inc. and Coastal Fuels Marketing, Inc. is a wholly owned subsidiary of the Company.
5. 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.
6. Morgan Stanley & Co. Incorporated, a wholly owned subsidiary of Morgan Stanley directly holds 9,300 common units.

Remarks:

Morgan Stanley DW Inc. was merged with and into Morgan Stanley & Co. Incorporated on April 1, 2007. Coastal Fuels Marketing Inc. was merged with and into TransMontaigne Product Services Inc. on October 1, 2006.

/s/ Dennine Bullard, authorized  
signatory of Morgan Stanley. 03/18/2008  
  
/s/ Robert P. Kinney Vice  
President of Morgan Stanley. 03/18/2008  
Capital Group Inc.  
  
/s/ Dennine Bullard, authorized  
signatory of Morgan Stanley & 03/18/2008  
Co. Incorporated  
  
/s/ Erik B. Carlson, Corporate  
Secretary and General Counsel, 03/18/2008  
TransMontaigne Inc.  
  
/s/ Erik B. Carlson, Corporate  
Secretary and General Counsel, 03/18/2008  
TransMontaigne Product  
Services Inc.  
  
/s/ Erik B. Carlson, Corporate  
Secretary and General Counsel, 03/18/2008  
TransMontaigne Services Inc.  
  
/s/ Erik B. Carlson, Corporate 03/18/2008

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 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).

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.**

**Joint Filer Information**

Each of Morgan Stanley Capital Group Inc., Morgan Stanley & Co. Incorporated, TransMontaigne Product Services Inc., TransMontaigne Services Inc. TransMontaigne GP, L.L.C. has designated Morgan Stanley as the “Designated Filer” for the purposes of the attached Form 3.

Issuer and Ticker Symbol: TransMontaigne Inc. (TMG)

Date of Event Requiring Statement: September 1, 2006

Signature: /s/ Dennine Bullard

By: Dennine Bullard, authorized signatory of Morgan Stanley

Signature: /s/ Robert Kinney

By: Robert Kinney, Vice President of Morgan Stanley Capital Group Inc.

Signature: /s/ Dennine Bullard

By: Dennine Bullard, authorized signatory of Morgan Stanley & Co. Incorporated

Signature : /s/ Erik B. Carlson

By: Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Inc.

Signature: /s/ Erik B. Carlson

By: Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Product Services Inc.

Signature: /s/ Erik B. Carlson

By: Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne Services Inc.

Signature: /s/ Erik B. Carlson

By: Erik B. Carlson, Corporate Secretary and General Counsel, TransMontaigne GP L.L.C.