
**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) **January 19, 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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 19, 2006, the Board of Directors of our general partner, TransMontaigne GP L.L.C., approved a change in our fiscal year, for both financial and tax reporting purposes, from June 30th to December 31st. This change will be effective for the fiscal year ending December 31, 2005. We will file an Annual Report on Form 10-K for the fiscal year ended December 31, 2005, which report will cover the transition period from July 1, 2005 through December 31, 2005.

To effect the change in our fiscal year end, we amended Section 8.2 of our First Amended and Restated Agreement of Limited Partnership by deleting the reference to "June 30" and inserting "December 31." This amendment did not require the vote or consent of our limited partners.

A copy of the press release announcing the change in our fiscal year 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 January 19, 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.

Date: January 24, 2006

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

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 January 19, 2006



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

**TRANSMONTAIGNE PARTNERS L.P. DECLARES DISTRIBUTION,
 ANNOUNCES CHANGE IN YEAR END TO DECEMBER 31, 2005 AND
 COMMON UNIT REPURCHASE PROGRAM**

Thursday, January 19, 2006

Immediate Release

Denver, Colorado— TransMontaigne Partners L.P. (NYSE:TLP) announced today that it has declared a distribution of \$0.40 per unit payable on February 8, 2006 to the unitholders of record on January 31, 2006. This distribution is the minimum quarterly distribution for the period from October 1, 2005 through December 31, 2005.

TransMontaigne Partners L.P. also announced that it adopted a December 31 year end for financial and tax reporting purposes, effective December 31, 2005. As a result, TransMontaigne Partners L.P. expects to file an Annual Report of Form 10-K in early March 2006 with the Securities and Exchange Commission for the period July 1, 2005 through December 31, 2005.

TransMontaigne Partners L.P. also announced that it has authorized a program for the repurchase, from time to time, of outstanding common units of the Partnership for purposes of making subsequent grants of restricted units under the Partnership's Long-Term Incentive Plan to key employees and non-employee directors of its general partner. The Partnership anticipates repurchasing annually up to approximately \$1.2 million of aggregate market value of its outstanding common units for this purpose. To implement the program, an affiliate of TransMontaigne Partners L.P. will enter into a purchase plan pursuant to Rules 10b5-1 and 10b-18 under the Securities Exchange Act of 1934 (the "10b5-1 Plan"). Purchases will be effected by a broker and will be based upon the guidelines and parameters of the 10b5-1 Plan. There is no guarantee as to the exact number of common units that will be repurchased under the 10b5-1 Plan, and the purchases may be discontinued at any time.

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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