

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
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1. Name and Address of Reporting Person* <u>Kearney Lisa M</u> (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u> (Street) <u>DENVER CO 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>05/08/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP / Chief Accounting Officer</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 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			

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			Title	Amount or Number of Shares				
Phantom Units	(1)	05/08/2018		A		51.0192 ⁽²⁾	(3)(4) (3)(4)	Common Units Representing Limited Partner Interest	51.0192	\$0	2,444.6982	D	

Explanation of Responses:

1. Each phantom unit represents the right to receive one common unit of TransMontaigne Partners L.P. ("TLP") or the cash value thereof.
2. Represents additional phantom units granted to the Reporting Person under the TLP Management Services LLC Savings and Retention Plan, which constitutes a "Program" under the 2016 Long Term Incentive Plan (the "Plan"), as a result of the quarterly distribution declared on the common units of TLP for the period ended March 31, 2018, which distribution was paid to common unitholders on May 8, 2018. Under the Plan, in lieu of a cash distribution in respect of phantom units, each Plan participant receives additional phantom units equal in value to the aggregate quarterly distribution allocable to the phantom units held by such participant.
3. Phantom units awarded under the Plan vest 50% as of the first day of the month that falls closest to the second anniversary of the grant date, with the remaining 50% vesting as of the first day of the month that falls closest to the third anniversary of the grant date. The phantom units are subject to earlier vesting upon a change in control or upon achieving certain age or length of service thresholds as defined in the Plan.
4. Awards are payable as to 50% of a participant's annual award in the month containing the second anniversary of the grant date, and the remaining 50% in the month containing the third anniversary of the grant date, subject to earlier payment upon the participant's retirement after achieving the age or service thresholds, death or disability, involuntary termination without cause or termination following a change in control, each as specified in the plan. Phantom units may be paid out, in the sole discretion of the Plan administrator, in cash or in common units of TLP, or a combination thereof.

Remarks:

The Reporting Person serves as an officer of TransMontaigne GP L.L.C., the general partner of the Issuer. The Issuer has no directors or officers. Instead, the directors of the general partner oversee and manage the Issuers business and operations. Exhibit List Exhibit 24 - Power of Attorney

/s/ Michael A. Hammell,
attorney in fact for Lisa M. 05/10/2018
Kearney
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Michael A. Hammell, Robert T. Fuller and Mathew B. White, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a Director of TransMontaigne Partners L.P. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act") and the rules thereunder, and Form 144 pursuant to Rule 144 under the Securities Act of 1933;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and Form 144, and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority;
3. take any necessary or appropriate action to obtain or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Act or any rule or regulation of the SEC; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with (i) Section 16 of the Act, or (ii) Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 and Rule 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of July, 2017.

/s/ Lisa M. Kearney
Lisa M. Kearney
