

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Kearney Lisa M</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>02/08/2018</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 X Officer (give title below) Other (specify below) <u>VP / Chief Accounting Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	--

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			
Common Units Representing Limited Partner Interests	02/09/2018		M		379.8607 ⁽¹⁾	A	⁽²⁾	624.8607	D	
Common Units Representing Limited Partner Interests	02/09/2018		F		99.4305	D	\$38.09	525.4302	D	
Common Units Representing Limited Partner Interests	02/09/2018		M		7.4302 ⁽³⁾	D	\$38.09	518	D	

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	(2)	02/08/2018		A		33.8982(4)		(5)(6)	(5)(6)	Common Units Representing Limited Partner Interests	33.8982	\$0	1,734.9737	D	
Phantom Units	(2)	02/09/2018		M		380.2896(1)		(7)	(5)(6)	Common Units Representing Limited Partner Interests	380.2896	(1)(2)	1,354.6841	D	

Explanation of Responses:

1. Represents the settlement of phantom units granted to the Reporting Person in 2015 under the TLP Management Services LLC Savings and Retention Plan, and which constitutes a "Program" under the 2016 Long Term Incentive Plan (the "Plan") via the issuance of common units representing limited partner interests in TransMontaigne Partners L.P. (the "common units"). The form of settlement was approved by the Plan Administrator, and settled in common units, net of 0.4289 fraction units, which were paid out in cash, on February 9, 2018, which is deemed the "settlement date" of the 2015 award for the purposes of this Report. Pursuant to applicable SEC reporting requirements, the settlement of the phantom units in exchange for common units is reported on this Form 4 as a disposition of the phantom units being settled in exchange for the acquisition of the underlying common units.

2. Each phantom unit represents the right to receive one common unit of TransMontaigne Partners L.P. ("TLP") or the cash value thereof.

3. Represents the amount of common units received by the Reporting Person on the settlement date with respect to the phantom units that the Reporting Person received on February 8, 2018 as a result of the quarterly distribution declared by TLP for the period ended December 31, 2017, which units were paid out in cash for administrative convenience.

4. Represents additional phantom units granted to the Reporting Person under the Plan as a result of the quarterly distribution declared on the common units for the period ended December 31, 2017, which distribution was paid to common unitholders on February 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.

5. 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. 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.

6. Phantom units may be paid out, in the sole discretion of the Plan Administrator, in cash or in common units, or a combination thereof.

7. For phantom units settled in common units, under the Plan the value of the vested portion of a grant is determined as of the last exchange trading day of the month of January in which such grant vests. Accordingly, the final 50% of the Reporting Person's 2015 award of phantom units vested on January 1, 2018 and was valued at the closing market price on January 31, 2018. The form of settlement was approved by the Plan Administrator, and settled in common units, net of taxes, on the settlement date.

/s/ Michael A. Hammell attorney- 02/12/2018
in-fact for Lisa M. 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.