

**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) **October 4, 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 4, 2006, Javed Ahmed, an Executive Director of Morgan Stanley Capital Group, Inc. was appointed as an affiliated director of the board of directors of TransMontaigne GP L.L.C., our general partner. Concurrently with Mr. Ahmed's appointment, Randall J. Larson resigned as an affiliated director of the board of directors to ensure that a majority of the board's directors continued to be unaffiliated directors. As a result, the board of directors of our general partner continues to be composed of three affiliated directors and four independent directors.

The appointment of Mr. Ahmed to the board of directors of our general partner reflects Morgan Stanley Capital Group Inc.'s recent acquisition of TransMontaigne Inc., which owns and controls our general partner. At the present time, we do not expect that Mr. Ahmed will serve on any committee of the board of directors of our general partner.

On October 4, 2006, we issued a press release announcing the above actions, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	TransMontaigne Partners L.P. press release dated October 4, 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: October 5, 2006

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

By: /s/ Randall J. Larson  
\_\_\_\_\_  
Randall J. Larson  
President, Chief Executive Officer and  
Chief Financial Officer

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**Exhibit Index**

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99.1	TransMontaigne Partners L.P. press release dated October 4, 2006.



Contact: Randall J. Larson, President/CEO/CFO  
303-626-8200

**TRANSMONTAIGNE PARTNERS L.P. ANNOUNCES APPOINTMENT OF A NEW DIRECTOR OF ITS GENERAL PARTNER**

**Wednesday, October 4, 2006**

**Immediate Release**

**Denver, Colorado**— TransMontaigne Partners L.P. (the “Company”) (NYSE:TLP) today announced the appointment of Javed Ahmed, Executive Director of Morgan Stanley Capital Group Inc. (Morgan Stanley) to the Board of Directors of the general partner. The appointment of Mr. Ahmed to the Board of the general partner reflects Morgan Stanley’s recent acquisition of TransMontaigne Inc., who owns and controls the general partner of TransMontaigne Partners L.P. Mr. Ahmed will be an affiliated director and will replace Randall J. Larson who also was an affiliated director. Mr. Larson recently assumed the additional responsibility of President of the general partner and will continue to serve as its Chief Financial Officer. The Board of Directors of the Company’s general partner is currently composed of three affiliated directors and four independent directors. The four independent directors of the general partner remain unchanged.

Mr. Larson stated, “I am pleased that Mr. Ahmed has joined the Board, which provides Morgan Stanley the opportunity to have a representative voice in the affairs of the Company. I look forward to working with Mr. Ahmed and the other members of the Board as we continue to review and implement our business plan to grow and expand the Company’s revenue and asset base.”

**About TransMontaigne Partners L.P.**

TransMontaigne Partners L.P. (the “Company”) 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](http://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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