

NuStar Energy L.P.
Form 4
December 16, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEHEY WILLIAM E

(Last) (First) (Middle)

19003 IH-10 WEST

(Street)

SAN ANTONIO, TX 78257

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NuStar Energy L.P. [NS]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | 12/15/2014 | | P | 31,700 | A | \$ 52.925 (1) | 2,639,113 D |
| Common Units | 12/15/2014 | | P | 19,300 | A | \$ 53.4328 (2) | 2,658,413 D |
| Common Units | 12/16/2014 | | P | 6,000 | A | \$ 52.5707 (3) | 2,664,413 D |
| Common Units | 12/16/2014 | | P | 5,200 | A | \$ 53.3501 (4) | 2,669,613 D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEHEY WILLIAM E 19003 IH-10 WEST SAN ANTONIO, TX 78257 | | X | | |

Signatures

/s/ Michelle S. Miller, as Attorney-in-Fact for William E. Greehey 12/16/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This transaction was executed in multiple trades at prices ranging from \$52.285 per unit to \$53.28 per unit. The price reported above reflects the weighted average purchase price. Note that due to field restrictions in Table 1, Column 4, the last decimal place does not appear. The total weighted average purchase price is actually \$52.92508. Upon request from the Securities and Exchange Commission, the issuer or a unitholder of the issuer, full information regarding the number of units purchased at each separate price will be made available.
- (2) This transaction was executed in multiple trades at prices ranging from \$53.285 per unit to \$53.50 per unit. The price reported above reflects the weighted average purchase price. Note that due to field restrictions in Table 1, Column 4, the last decimal place does not appear. The total weighted average purchase price is actually \$53.43285. Upon request from the Securities and Exchange Commission, the issuer or a unitholder of the issuer, full information regarding the number of units purchased at each separate price will be made available.

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available.

- This transaction was executed in multiple trades at prices ranging from \$52.11 per unit to \$53.10 per unit. The price reported above reflects the weighted average purchase price. Note that due to field restrictions in Table 1, Column 4, the last decimal place does not appear. The total weighted average purchase price is actually \$52.57075. Upon request from the Securities and Exchange Commission, the issuer or a unitholder of the issuer, full information regarding the number of units purchased at each separate price will be made available.
- (3)

- This transaction was executed in multiple trades at prices ranging from \$53.115 per unit to \$53.5 per unit. The price reported above reflects the weighted average purchase price. Note that due to field restrictions in Table 1, Column 4, the last decimal place does not appear. The total weighted average purchase price is actually \$53.35012. Upon request from the Securities and Exchange Commission, the issuer or a unitholder of the issuer, full information regarding the number of units purchased at each separate price will be made available.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.