

Stallings Alex G  
Form 4  
February 17, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Stallings Alex G

2. Issuer Name and Ticker or Trading Symbol  
SemGroup Energy Partners, L.P.  
[SGLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6120 SOUTH YALE AVENUE, SUITE 500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
CAO & Sec. of GP of Issuer

TULSA, OK 74136  
(City) (State) (Zip)

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

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 representing limited partner interests	02/13/2009		F		23,963 <u>(1)</u>	D	\$ 3.51
					91,037	D	

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

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(9-02)

number.

**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 Following Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stallings Alex G 6120 SOUTH YALE AVENUE SUITE 500 TULSA, OK 74136			CAO & Sec. of GP of Issuer	

## Signatures

/s/ Alex G. 02/17/2009  
Stallings

\*\*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).
- As disclosed in a Current Report on Form 8-K filed on July 21, 2008, the phantom units owned by Mr. Stallings vested on a change of control of the general partner, SemGroup Energy Partners G.P., L.L.C. (the "General Partner"), of SemGroup Energy Partners, L.P. (the "Partnership"). 75,000 phantom units were reported as owned in prior Form 4 filings. The vested phantom units have since been issued to Mr. Stallings and 23,963 common units were withheld on February 13, 2009 to fulfill tax obligations as permitted by the Long-Term Incentive Plan of the General Partner.

### Remarks:

Mr. Stallings is the CAO and Secretary of SemGroup Energy Partners G.P., L.L.C., the general partner of SemGroup Energy Partners, L.P.

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.