

Calumet Specialty Products Partners, L.P.

Form 4

February 18, 2011

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heritage Group

2. Issuer Name **and** Ticker or Trading
Symbol
Calumet Specialty Products Partners,
L.P. [CLMT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5400 WEST 86TH STREET P.O.
BOX 68123

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)
13(d) 10% Group Member

(Street)
INDIANAPOLIS, IN 46268

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Units	02/16/2011		C	V Amount (A) or (D) Price	6,581,373 A ② 9,782,209	D	
Common Units	02/16/2011		C	V Amount (A) or (D) Price	1,342,401 A ② 1,934,287	I	See footnote (1)
Common Units	02/16/2011		C	V Amount (A) or (D) Price	832,803 A ② 1,200,000	I	See footnote (3)

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Subordinated Units representing limited partner interests	(2)	02/16/2011		C	1,342,401	(2) (2)	Common Units representing limited partner interests
Subordinated Units representing limited partner interests	(2)	02/16/2011		C	6,581,373	(2) (2)	Common Units representing limited partner interests
Subordinated Units representing limited partner interests	(2)	02/16/2011		C	832,803	(2) (2)	Common Units representing limited partner interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heritage Group 5400 WEST 86TH STREET P.O. BOX 68123 INDIANAPOLIS, IN 46268		X		13(d) 10% Group Member

Signatures

/s/ John P.
Vercruysse, CFO
02/18/2011
Date

* 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) These units are owned by Calumet, Incorporated ("Inc."). The reporting person is an indirect shareholder of Inc. The reporting person disclaims beneficial ownership of the units of the Issuer owned by Inc. except to the extent of its pecuniary interest therein, and the inclusion of the units in this report shall not be deemed an admission of beneficial ownership of all the reported units for purposes of Section 16 or for any other purpose.

(2) Subject to the Issuer's satisfaction of certain conditions, the Subordinated Units were convertible into Common Units on a one-for-one basis at the end of the subordination period, but in no event before December 31, 2010, and had no expiration date. On February 14, 2011, the Issuer satisfied the last of these conditions for the conversion of all outstanding Subordinated Units into Common Units on a one-for-one basis. As a result, on February 16, 2011, all of the Subordinated Units beneficially owned by the reporting person converted into Common Units on a one-for-one basis.

(3) The Units are owned by The Heritage Group Investment Company, LLC, a limited liability company for which Heritage serves as the Manager and which is wholly owned by the thirty grantor trusts that are the sole general partners and owners of Heritage. Heritage disclaims beneficial ownership of the Units owned by The Heritage Group Investment Company, LLC, except to the extent of any pecuniary interest therein, and the inclusion of these Units in this report shall not be deemed an admission of beneficial ownership of all the reported Units for purposes of Section 16 or for any other purpose

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.