LIGON DUKE R
Form 5
February 11, 2009

FORM 5

OMB APPROVAL

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LIGON DUKE R

(Last) (First) (Middle)

6120 SOUTH YALE AVENUE,Â SUITE 500

(Street)

TULSA,Â OKÂ 74136

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common units representing limited partner interests	12/23/2008	Â	A4	3,333 (1)	A	$ 2.45	3,333	D	Â

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subordinated units representing limited partner interests	Â	12/23/2008	Â	A4	1,667 (2)	Â	Â (2)	Â (2)	Common Units	1,667 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIGON DUKE R 6120 SOUTH YALE AVENUE SUITE 500 TULSA,Â OKÂ 74136	Â X	Â	Â	Â

Signatures

/s/ Duke R. Ligon	02/11/2009
**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) Represents restricted common stock that will vest in one-third increments over a three year period.

(2) Represents restricted subordinated units that will vest in one-third increments over a three year period. Each subordinated unit will convert into one common unit at the end of the subordination period, which will end if the Issuer has earned and paid at least $1.25 on each outstanding common unit and general partner unit for any three consecutive, non-overlapping four quarter periods ending on or after the date specified in the partnership agreement, but may end sooner if the Issuer meets additional financial tests as described in the partnership agreement. The subordinated units have no expiration date.

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Remarks:

Mr.Â LigonÂ isÂ aÂ directorÂ ofÂ SemGroupÂ EnergyÂ PartnersÂ G.P.,Â L.L.C.,Â theÂ generalÂ partnerÂ ofÂ SemGrou

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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