

Parsons Jerry A
 Form 4
 February 17, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Parsons Jerry A

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) 10% Owner
 ____ Other (specify below)
 EVP 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	(D)	Price
Common units representing limited partner interests	02/13/2009		F		6,390 <u>(1)</u>	D	\$ 3.51
					14,910	D	

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

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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 (Instr. 5)
				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

Parsons Jerry A
6120 SOUTH YALE AVENUE
SUITE 500
TULSA, OK 74136

EVP of GP of Issuer

Signatures

/s/ Jerry A.
Parsons

02/17/2009

**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).

As disclosed in a Current Report on Form 8-K filed on July 21, 2008, the phantom units owned by Mr. Parsons 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

- (1) "Partnership"). 20,000 phantom units were reported as owned in prior Form 4 filings. The vested phantom units have since been issued to Mr. Parsons and 6,390 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. Parsons is an Executive Vice President 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.

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