

Schwiering Peter L
Form 5/A
February 17, 2009

FORM 5

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Schwiering Peter L

(Last) (First) (Middle)

6120 SOUTH YALE
AVENUE, SUITE 500

(Street)

TULSA, OK 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)
02/12/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ☒ Other (specify below)
EVP of GP of Issuer

6. Individual or Joint/Group Reporting
(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 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)
Common units representing limited partner interests	Â	Â	Â	Â	Â	85,000 (1) D	Â

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

**Persons who respond to the collection of information
contained in this form are not required to respond unless**

SEC 2270
(9-02)

the form displays a currently valid OMB control 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. Other Information (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Schwiering Peter L 6120 SOUTH YALE AVENUE SUITE 500 TULSA, OK 74136	Â	Â	Â	EVP of GP of Issuer

Signatures

/s/ Peter L.
Schwiering

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).

(1) As disclosed in a Current Report on Form 8-K filed on July 21, 2008, the phantom units owned by Mr. Schwiering 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"). 45,000 phantom units were reported as owned in prior Form 4 filings. The vested phantom units have since been issued to Mr. Schwiering and 14,378 common units were withheld on February 13, 2009 to fulfill tax obligations as permitted by the Long-Term Incentive Plan of the General Partner. This Form 5 amends the Form 5 filed February 12, 2009 which improperly reported the withholding of 14,378 common units as occurring on August 13, 2008.

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Remarks:

Mr. Â Schwiering Â is Â an Â Executive Â Vice Â President Â of Â SemGroup Â Energy Â Partners Â G.P., Â L.L.C., Â the Â gener

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.