

Stengel William P
Form 4
March 05, 2013

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 *
Stengel William P

2. Issuer Name and Ticker or Trading Symbol
HOLLY ENERGY PARTNERS LP [HEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

72 ROSSMORE ROAD

(Street)

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

BRUNSWICK, ME 04011

(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)
			Code	V Amount or Price (A) or (D)			
Common Units	03/01/2013		S	2,500 D \$ 40.736 (1)	14,056 (2)	D	
Common Units	03/04/2013		S	2,000 D \$ 40.936 (3)	12,056	D	
Common Units	03/05/2013		S	1,500 D \$ 42.4015 (4)	10,556	D	
Common Units					1,000 (2)	I	by Wife

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)	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
Stengel William P 72 ROSSMORE ROAD BRUNSWICK, ME 04011		X		

Signatures

Walter W. Zimmerman, Attorney
in Fact 03/05/2013
**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) The price reported is the weighted average sale price for the 2500 units sold. The sale prices ranged from a low of \$40.70 per unit to a high of \$40.75 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.
 - (2) The reporting person's ownership was adjusted to reflect the 2-for-1 unit split of Holly Energy Partners, L.P. common units, which occurred on January 16, 2013.
 - (3) The price reported is the weighted average sale price for the 2000 units sold. The sale prices ranged from a low of \$40.87 per unit to a high of \$41.00 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.

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- (4) The price reported is the weighted average sale price for the 1500 units sold. The sale prices ranged from a low of \$42.40 per unit to a high of \$42.41 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.

Remarks:

Mr. Stengel is an outside director of Holly Logistic Services, L.L.C. Holly Logistic Services, L.L.C. is the general partner of H

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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